

BYLAWS
OF THE
TRI-VALLEY STARGAZERS ASTRONOMY CLUB

ARTICLE I
PURPOSE

SECTION 1

The purpose of the TRI-VALLEY STARGAZERS ASTRONOMY CLUB, hereinafter called the Club, shall be to bring together persons interested in astronomy and related sciences, to provide opportunities for members to develop their mutual interest in these fields, and to promote education and public interest in astronomy.

ARTICLE II
MEMBERSHIP

SECTION 1. MEMBERSHIP AND PRIVILEGES

- (a) Any person may be admitted to membership upon payment of dues and approval by the Board of Directors.
- (b) Applications for new memberships shall be read at each regular meeting of the Board of Directors, and shall be accepted unless rejected by 2/3 vote of the Board of Directors.
- (c) Only Club members may vote and serve on committees.
- (d) A member of the Club is not personally liable for the debts, liabilities, or obligations of the Club.
- (e) Membership dues are determined in accordance with Article X.

SECTION 2. CATEGORIES OF MEMBERSHIP

- (a) Regular membership is offered to anyone 18 years of age or over. Regular members may hold office, head or serve on committees, and vote on all Club matters.
- (b) Patron membership is offered to regular members who have been Club members for at least one year. Patron membership permits the use of the Club observatory, its equipment and accessories. Applications for new Patron membership and Patron membership renewals shall be read and voted on at the next regular Board of Directors meeting, and shall be accepted unless rejected by 2/3 vote of the Board of Directors.
- (c) Family membership shall be offered to regular members that wish to extend the benefits and privileges of Club membership to their immediate family. Family membership entitles the family to one vote in Club elections. Family members over 18 years of age may hold office and head or serve on committees.
- (d) Junior membership is offered to anyone under the age of 18 years. Junior members may vote in Club elections.

SECTION 3. TERMINATION OF MEMBERSHIP

- (a) A member may resign from membership in the Club at anytime, without, however, having relief from obligations or service owed the Club.
- (b) Membership shall be terminated upon failure to renew by payment of dues on or before their due date. Such termination shall be effective 60 days after a written notice of delinquency is conveyed to the member. Notification of delinquency shall be through the Club newsletter.
- (c) Upon determination by the Board of Directors that a member may have engaged in conduct materially and seriously prejudicial to the interests and purposes of the Club, that member may be

warned or membership terminated as deemed appropriate by the Board of Directors. The member shall be notified by mail of the Board of Directors decision.

- (d) The accused member shall have, however, the opportunity to be heard orally or in writing not less than five days prior to the meeting at which such action may be taken.
- (e) The member shall be notified in writing of the Board's decision not more than fourteen days after the meeting at which such action was taken.
- (f) Any member whose membership is terminated by the Board shall receive a pro-rated refund of their dues.
- (g) All rights of membership cease upon termination of membership.
- (h) Any action challenging the decision of the Board per Section 2(c) of this Article must be made within one year of the date that action was taken.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. BOARD MEMBERSHIP AND SIZE

- (a) The Board of Directors shall consist of:
 - (1) the elected executive officers.
 - (2) the immediate Past President.
 - (3) other elected members
 - (4) appointed members.
- (b) The maximum board size shall be 15.

SECTION 2. DUTIES

The Board of Directors:

- (a) shall set policy and transact all business authorized by these Bylaws.
- (b) may take emergency action in the interests of the Club.
- (c) shall approve or reject a recommendation of the President for appointment to membership on the Board of Directors, with 3/4 vote required for approval.
- (d) may confer Honorary membership in the Club by 3/4 vote.

SECTION 3. MEETINGS OF THE BOARD OF DIRECTORS

- (a) Board meetings shall be held monthly.
- (b) Special board meetings may be held at the call of the President, Vice President, Secretary, or any two members of the Board of Directors.
- (c) Notice shall be given of Board meetings at least 4 days in advance of the meeting date.

SECTION 4. QUORUM

A quorum shall consist of a majority of the current number of Board members as authorized by the Bylaws.

SECTION 5. REMOVAL OF BOARD MEMBER

The Board of Directors may declare vacant any elected or appointed office:

- (a) if the individual has been declared of unsound mind or convicted of a felony as determined by a court of law, or has missed three successive unexcused meetings, or has failed to maintain membership.
- (b) without cause if approved by a 2/3 vote of the members at a membership meeting.
- (c) immediately upon submission of a written notice of resignation to the President.

ARTICLE IV
OFFICERS

SECTION 1. TERM OF OFFICE

The term of office for all elected officers is one year.

SECTION 2. EXECUTIVE OFFICERS

The elected executive officers of the Club shall include a President, a Vice-President, a Secretary, and a Treasurer.

SECTION 3. DUTIES OF THE EXECUTIVE OFFICERS

- (a) The President shall:
- (1) preside at meetings of the Club and at meetings of the Board of Directors.
 - (2) represent the Club in contacts with the public or with other organizations, or appoint a Board member to act as the President's representative.
 - (3) have power to make and/or revoke appointments with the advice and consent of the Board.
 - (4) appoint, in September, a nominating committee.
 - (5) be an ex-officio member of all committees.
- (b) The Vice-President shall:
- (1) preside at all meetings in the President's absence.
 - (2) assist the President in all ways.
- (c) The Secretary shall:
- (1) conduct such correspondence of the Club as directed by the President and/or a majority vote of the Board of Directors.
 - (2) keep a copy of the Bylaws, Articles of Incorporation, an agreed upon edition of Robert's Rules of Orders, any other relevant Club Documents and make them available at all Board meetings.
 - (3) keep a record of all Club correspondence.
 - (4) be responsible for an accurate tally of all votes, secret or otherwise, taken by the Board of Directors or by the membership at large.
 - (5) be responsible for keeping a complete and accurate record of all board meetings and business meetings of the general membership.
 - (6) make available all records of the Club to Board members.
 - (7) provide Club records to any member on request at a reasonable cost to the member for reproduction.
- (d) The Treasurer shall:
- (1) file federal and state documents as required.
 - (2) be bondable.
 - (3) collect and receive all money.
 - (4) inform the Board of new membership applications.
 - (5) keep a complete and accurate inventory of all properties of the Club.
 - (6) maintain and be custodian of all current and past financial records and related documents of the Club.
 - (7) render and pay all bills as directed by majority vote of the Board of Directors.
 - (8) present the books to the Board of Directors upon request of either the President or by a motion of the Board.
 - (9) prepare an annual budget review, including a summary of prior year's budget and budget forecast.
 - (10) publish an annual fiscal report within 120 days of following the close of the fiscal year.

ARTICLE V APPOINTEES

SECTION 1 COMMITTEE CHAIRS

The President shall appoint the chairs of the following Standing Committees: Key, Activities, Publicity, Observatory, and any others deemed necessary.

SECTION 2 TERMS OF APPOINTMENT

All terms of appointment shall expire at the January Board meeting and may be renewed for subsequent terms as deemed appropriate by the President.

SECTION 3. DUTIES OF APPOINTEES

- (a) Key Custodian shall chair the Key Committee which is responsible for evaluating key applicants and maintaining a log of keys and key holders.
- (b) Program Coordinator shall chair the Activities Committee which is responsible for planning the lectures, field trips and other activities related to the purpose of the Club.
- (c) Publicist shall chair the Publicity Committee which is responsible for publicizing the lectures, activities and other events of the Club.
- (d) Observatory Director shall chair the Observatory Committee which is responsible for all astronomical equipment and observing facilities of the Club.
- (e) The Newsletter Editor shall be responsible for publication of the Club newsletter.

SECTION 4.

All Committee chairs may seek additional assistants as deemed necessary to fulfill their obligations to the Club.

ARTICLE VI RESPONSIBILITIES OF OFFICERS, BOARD MEMBERS AND APPOINTEES

SECTION 1.

All officers, Board Members and Appointees shall:

- (a) perform such duties as requested by the Board or as required by the Bylaws.
- (b) keep all documents and records of the Club safely and turn them over to the President, the Board, their successors, or to anyone else as requested by the Board.

ARTICLE VII CLUB MEETINGS

SECTION 1. REGULAR MEETINGS

Regular meetings of the membership shall be held monthly, with the time and date specified in the newsletter.

SECTION 2. SPECIAL MEETINGS

Special meetings of the membership for any lawful purpose may be called by the Board of Directors, the President, or by 5 percent or more of the members.

SECTION 3. QUORUM

A quorum shall be 30 percent of the Club membership.

SECTION 4. MEMBERSHIP VOTING

Except as stated elsewhere in the bylaws, all questions presented to the Club membership will be decided by a simple majority vote of the membership present.

SECTION 5. DECISIONS FOR CLUB MEMBERSHIP

The Board of Directors shall submit the following issues to the general membership:

- (a) Any proposal to dissolve the Club.
- (b) Any proposal to alter members rights.
- (c) The lease agreement of the observing site.
- (d) Any modifications to the observing site.

SECTION 6. NOTICE OF MEETING

- (a) Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given in the Club newsletter not less than 10 days nor more than 90 days before the date of such meeting.
- (b) The notice shall state the place, date, time of such meeting, and the general nature of the business to be transacted.

ARTICLE VIII ELECTIONS

SECTION 1. ELECTION SCHEDULE

- (a) Elections for the executive officers and elected Board of Directors of the Club shall be held annually during the regular meeting in November.
- (b) The elected officers shall assume office at the Board meeting immediately following the election.

SECTION 2. NOMINATING PROCEDURE

- (a) A nominating committee consisting of at least 3 members shall be appointed by the President at the general meeting held in September.
- (b) The nominating committee shall: (1) solicit input from the membership up to and during the October meeting, (2) prepare a list of candidates for office, providing that they have first obtained consent from the prospective candidates, and (3) present the list to the Board of Directors at the board meeting following the October members meeting.
- (c) Additional nominations may be submitted from the floor during the October meeting.
- (d) No additional candidates may be submitted after the close of the October members meeting.

SECTION 3. ELECTION

- (a) The Secretary shall provide ballots for all elected positions for any Club election.
- (b) Ballots will be sent to all members in the November newsletter.
- (c) Absentee votes will be counted for those unable to attend the November election.
- (d) For each executive office, the candidate with a majority of the vote is elected.
- (e) In case of a tie, the winner shall be determined by a runoff election to be held during the December meeting.

- (f) All members in good standing at the close of the October general membership meeting shall be eligible to vote at the annual business meeting held in November.
- (g) Ballots will be counted by three impartial Club members who are not seeking office and shall be selected by the President at the meeting prior to balloting.
- (h) Ballots will be counted and the results will be announced prior to the end of the November business meeting.

ARTICLE IX
AMENDMENTS

SECTION 1. AMENDMENT PROCEDURE

- (a) These Bylaws may be adopted, amended, or repealed by:
 - (1) a 2/3 vote of the members at a regular meeting provided that the proposed changes have been printed in a Club newsletter which announces the meeting at which the proposed action is to take place, or by
 - (2) a 2/3 vote of the Board of Directors unless such action would materially and adversely affect the rights of members as to voting and transfer of rights.
- (b) Announcement of any proposed amendments to the Bylaws must be made 45 days prior to any such meeting at which action may be taken.
- (c) All amendments take effect immediately unless stated otherwise in the amending document.

ARTICLE X
FINANCE

SECTION 1. DUES

- (a) Annual dues are due in January.
- (b) The Board of Directors shall set the amount of the dues for each membership category at the December Board meeting and publish them in the Club newsletter announcing the January meeting.

SECTION 2. MEMBERSHIP LIST

- (a) Without prior Board approval, a membership list or any part thereof may not be used by any person for any purpose not reasonably related to the purpose of the Club.
- (b) The membership list may not be loaned, leased or sold to any non-member party without prior Board approval.
- (c) Violations of the above two provisions may be subject to penalties imposed by the Board.

ARTICLE XI
DISSOLUTION

SECTION 1. DISSOLUTION

- (a) In the event of the dissolution of the Club, all assets shall be conveyed to an astronomy related non-profit organization as qualified under Section 501(c)(3) of the IRS Code, after satisfying all outstanding obligations incurred by the Club.
- (b) Such dissolution is contingent on 2/3 vote of the surviving members.

Certified by: Nicholas Epperson Date: 4-16-91
 Nicholas Epperson
 Secretary Tri-Valley Stargazers Astronomy Club