

Bylaws of the Phoenix Astronomical Society



Preamble

In order to more accurately reflect the current structure, direction and personality of the Phoenix Astronomical Society, and to further the Society's goal of promoting astronomy, the assembled membership hereby ratifies this revision of the "By-Laws of Phoenix Astronomical Society, Inc.". Ratification was accomplished, in full compliance with Article 8 of the original document, on May 2nd, 1996.

ARTICLE 1: Membership

- a. Membership Requirements: Membership in the Society shall be open to all persons who have an interest in astronomy. The minimum age for membership is 12. Children younger than age 12 may attend all Society functions in the company of a member parent.
- b. Membership Classes: Four classes of membership are available:
 1. Regular Memberships, consisting of Single and Family memberships,
 2. Sustaining Memberships, which are granted upon payment of a voluntary additional contribution in excess of that required for Single or Family Memberships,
 3. Honorary Memberships, proposed by any member and granted by a majority vote of the members present, to worthy individuals. This special status requires no membership fee, and
 4. Special Membership Groups, as voted on by the membership, dues may be reduced or eliminated for any group.
- c. Membership Privileges: The privileges accorded to members include: admission to Society meetings and Star Parties, access to Library materials, subscription to the Society's newsletter, and the right to participate, nominate and vote in all Society proceedings. Failure to fully remit membership fees will result in expulsion from the Society and the loss of all privileges normally accorded to members in good standing.

ARTICLE 2: Officers and Duties and Board of Directors

- a. President: The President shall preside at all Society meetings, and ensure that the Society is managed according to the stipulations of this document. The President is responsible for overall supervision of all functions of the Society. The President presides at Board of Director meetings. The President has general signature authority on behalf of the Society. The President has the responsibility for contacting and scheduling speakers for Society meetings, for the planning and scheduling of special events, for setting the time and place of the Annual Business Meeting, and for communicating this schedule to the Editor. The president shall assume responsibility for the duties of any vacated office, in accordance with Article 3, paragraph e.
- b. Vice President: The Vice President shall assist the President in the performance of all duties, and assume full responsibility of those duties should the President be unable to do so.
- c. Treasurer: The Treasurer shall collect membership fees, maintain a roster of current members, and communicate changes in this roster to the Editor. The Treasurer shall maintain records of the custody and **disbursement** of all Society funds. All disbursements of funds shall be made by any legal means. No Officer shall sign his or her own check. The Treasurer shall provide, at the Annual Business Meeting, a full report on the Society's financial status, including a determination of the membership fee required for the continued function of all Society activities. The treasurer shall hold and file all documents required for the Society's continued legal status as a non-profit corporation. The Treasurer shall serve as the liaison to the Astronomical league and is responsible for ensuring that payments are made for all applicable PAS members' dues as affiliate club members.

d. Secretary: The Secretary shall record and publish minutes of all Meetings of the Mind and obtain subsequent approval of those minutes. The Secretary will also create and provide agendas for all PAS business meetings. The Secretary serves as a public relation liaison with local media for all applicable PAS events. The Secretary ensures that an up-to-date copy of the bylaws is available at all meetings and serves as a resource for the interpretation of those bylaws. The Secretary will then amend and upload all approved changes to the bylaws. The Secretary serves as one of the signing officers for certain documents. In this capacity, the Secretary may be authorized or required to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of organization. The secretary is responsible for maintaining accurate, up-to-date role descriptions and responsibilities for the officers of the club. The secretary certifies that the results of all elections are accurate and authentic. The secretary may also initiate an e-mail balloting process if necessary should timeliness of a voting motion prohibit an official member gathering. The Secretary will maintain contact with other area astronomy clubs, facilitating the exchange of useful information.

e. Editor: The Editor shall prepare and distribute a newsletter to all members providing, at minimum, the schedule for upcoming meetings and a summary of the previous meeting. The format, medium and additional content of this notice is at the Editor's discretion.

f. Host and or Hostess: The Host and or Hostess shall be present before the start of each meeting to greet guests, maintain a sign-in log, ensure the comfort of attendees, and generally facilitate a relaxed and social atmosphere.

g. Past President: The Past President shall advise the current President for the first year after leaving office, so as to ensure the continuity of the governing of the Society, and will have full access to the officers section of the website. The role of Past President will be vacated after one full year has passed. The role will be reinstated when a new President is elected and the outgoing President will assume that role.

h. Board of Directors: The above named Officers plus 2 members of the Society at large shall constitute the entire Board of Directors. The number of Directors shall be eight (8) or nine (9). The President shall be the Chairman of the Board. All motions must pass by a majority vote or the motion will be considered to have failed.

ARTICLE 3: Protocols of Office and Board of Directors:

a. Nominations of Officers and Directors: Nominations of Officer and Director candidates may be made by any member. Candidates must be members of the Society, and have the right to decline a nomination.

b. Secret Ballot: If there are multiple candidates for an office, any candidate may request voting by secret ballot. If an office is uncontested, voting shall be by show of hands.

c. Terms of Office: The term of an Officer is one year. The term of office of a Member-at-Large is 2 years, with 1 Member-at-Large being elected each year for staggered two year terms. There shall be no limit on the number of consecutive terms served.

d. Succession: If the office of President is vacated in-term, the order of succession shall be Vice President, Secretary, Treasurer, Editor, and Host. Succession and assumption of duties as acting-President shall be automatic and may not be declined. The successor may delegate these duties in accordance with Article 3, paragraph f.

e. Vacated Office: If any office is vacated, either in-term or due to lack of a candidate for succession, the President (or acting-President) shall assume responsibility for the duties of that office. The President (or acting President) may retain these duties, or delegate them in accordance with Article 3, paragraph f, or may call a Special Meeting for the purpose of nominating and electing a replacement for the vacated office.

f. Delegation of Duties: Special circumstances may require that duties essential to the continuing operation of the Society be delegated to its members. Duties shall be delegated in a manner which gives consideration to members' talents, constraints, resources and personal preferences, with the delegation proceeding first to Officers, then to Managers, and finally to the general membership.

ARTICLE 4: Managers and Duties

a. Managers: These positions shall be created or eliminated, and appointed, as deemed necessary by the President to accomplish specific functions essential to the operation of the Society. The term for a Manager is one

year. There shall be no limit on the number of consecutive terms served. Should a Manager position be vacated, the President shall act to either fill or eliminate that Manager position, or delegate its duties in accordance with Article 3, paragraph f.

ARTICLE 5: Meetings

- a. Regular Meeting: These shall normally occur on the first Thursday of each month. June, July and August meetings may be canceled by the Officers. A meeting may be canceled or rescheduled by the Officers with time allotted, if needed, to support Society business needs. Variations on this schedule are permitted, provided advance notice is given to all members.
- b. Annual Business Meeting: This shall occur once every year, normally in May, at a time and place set by the President, for the purpose of electing the next Officers and Directors, presentation of the Treasurer's report, By-laws amendment, or other Society business. If deemed practicable by the President, it may be held in place of, or in conjunction with, a Regular Meeting.
- c. Special Meeting: Should the need for an additional meeting arise, a Special Meeting may be called by any Officer or shall be called upon written demand signed by six or more members of the Society. Announcement of all Special Meetings shall be made through the newsletter, by individual contact or by electronic (email) means. Such notice shall give a summary of all matters to be considered and acted on at the Special Meeting. No other matters except those for which summary notice has been given shall be considered or acted upon at the Special Meeting. If deemed practicable by the President, this special business may be accomplished at a Regular Meeting.
- d. Recess and Continuation of Meetings: If, in order to complete the agenda of a Business Meeting or Special Meeting, more time is required, the meeting may be recessed and reconvened at a later specified time and place if decided by a majority vote of the members present.
- e. Voting Procedure: Those members of the Society present at any Regular, Annual or Special meeting shall constitute a quorum for the transaction of Society business. Votes may be cast by proxy, antecedent to the actual vote, through communication to any Officer. All voting shall be by show of hands, or by secret ballot at the request of any member. A two-thirds majority of the members present shall be required for:
 - i. removal of any Officer or Manager of the Society, or
 - ii. the passage, amendment or repeal of any article of the Bylaws of this Society.

For all other matters a simple majority of the members present shall be sufficient for approval.

ARTICLE 6: Limitation Upon Expenditures

The Officers and/or Managers of the Society shall not expend or incur an obligation to expend an amount in excess of five hundred dollars (\$500.00) without the prior approval of a majority of the members present at a meeting of the Society during which such intent is announced.

ARTICLE 7: Ownership of Society Property

Title to all real and personal property owned by the Society shall be held for use by the Society as a whole, subject to such rules regarding its use and protection as may be approved by the membership of the Society.

ARTICLE 8: Amendment of the Bylaws

This Bylaws may be amended or repealed by a two-thirds vote of the members present at a meeting called for that purpose, for which a summary of all proposed changes have been given to the entire membership.

ARTICLE 9: Necessary Action Outside of the Bylaws

Should a situation arise that affects the operation or status of the Society, and that requires action on a timely basis, and for which no clear procedure is herein delineated, the Officers may, after mutual consultation, respond in the best interest of the Society. Such actions shall be reported to the membership at the next Regular Meeting and in the next monthly newsletter.