

Constitution of the Huachuca Astronomy Club of Southeastern Arizona, Inc.

ARTICLE I NAME:

The name of this organization shall be the Huachuca Astronomy Club of Southeastern Arizona, Inc., hereinafter referred to in this document as the Club.

ARTICLE II PURPOSE:

The purpose of the Club shall be to promote interest in astronomy and related sciences and crafts, through education, fellowship among interested individuals, and through the conduct of general meetings, member and public star parties and other events.

ARTICLE III MEMBERSHIP:

Section I. Any individual or group may become a member of the Club upon payment of existing dues and completion of a Club membership request. A member is a person or group who has paid current dues to the club, or an honorary member as designated by a 2/3 vote of the Board of Directors.

Section II: Members shall have the right to participate in the activities of the club and receive publications subscribed to by the Club. Members 18 years and older shall have the right to vote and hold office with the exception noted in Membership Bylaws. Members, other than elected officers serving in their proper capacities, are not agents of the Club.

Section III: The dues for membership shall be set by the Board of Directors and amended, as the need arises, by a 2/3 vote of the Board. An affirming vote of 2/3 of the members present during a General Meeting is required to ratify any dues increases. Notice of a proposed dues increase ratification vote shall be published in a Club instrument at least 30 days prior to the vote by the membership.

ARTICLE IV BOARD OF DIRECTORS, OFFICERS AND ELECTIONS:

Section I: The Board of Directors of the Club (hereinafter referred to as the Board) shall consist of nine members: President, Vice President, Secretary, Treasurer, Members-at-Large, and the immediate Past President who shall be an ex-officio member for as many terms as the current President is in elected office. In the event that the immediate Past President is unavailable or unable to fulfill this Board position, the next most recent Past President shall fill a position on the

Board. There shall be four Members-at-Large. With the exception of the immediate Past President, the General Membership of the Club shall elect the members of the Board. The elected officers, the elected Members-at-Large and the immediate Past President (or his predecessor) shall constitute voting members of the Board.

Section II: All Board members of the Club must be 18 years of age or older. Elected Board members shall hold office for a term of two years, beginning on December 1st, and until their successors are elected or qualified. Two of the four positions will be elected each year for a two-year term. An ex-officio member may remain on the Board for one or more terms.

Section III: The Board shall meet at least annually, and only the President or a majority of Board Members may call a Board of Directors meeting.

Section IV: GENERAL POWERS OF THE BOARD OF DIRECTORS:

The Board of Directors shall manage all affairs of the Club, and the Board shall set the time and place of the General Meetings of the Club. The Board shall have final authority over all Club finances. The Board of Directors shall fulfill all legal requirements of the State of Arizona, in particular, all requirements currently set out in Title 10, Chapter 22 of the Arizona Revised Statutes governing nonprofit corporations. The Board of Directors shall have sole power to appoint the Statutory Agent of the Club.

Section V: POWERS AND DUTIES OF OFFICERS:

PRESIDENT: The President shall preside at all meetings of the Club. The President shall be chairperson of the Board. The President may call meetings, appoint or abolish committees, and appoint members to standing appointments. The President shall be second signatory on the club's bank accounts. The President shall perform all the duties normally required of this office.

VICE PRESIDENT: The Vice President shall perform Presidential duties when the president is unable to do so. The Vice President shall be responsible for arranging meeting programs. The Vice President may chair a committee appointed for this purpose. The Vice President shall perform all duties normally required of this office.

SECRETARY: The Secretary shall keep the minutes of all meetings of the Club. The Secretary shall be responsible for all correspondence, and shall keep copies of all correspondence. The Secretary shall be responsible for counting ballots at the annual election of officers. In the event the Vice President is unable to fulfill his duties, the Secretary shall assume the duties of the Vice President.

TREASURER: The Treasurer shall keep account of all financial transactions of the Club. The Treasurer shall receive and receipt all moneys of the Club and correctly disburse all authorized expenditures and reimbursements. The Treasurer shall be the primary signatory on the Club's bank account. The treasurer shall keep the roster of club members. The Treasurer shall give a written annual financial status report and other reports, either orally or written, as required by the Board of Directors. The Treasurer shall maintain all legal documentation for the Club and file all appropriate Arizona and Federal documents. To assist the Treasurer in these filings, a committee of qualified members may be formed under the direction of the Board of Directors.

MEMBERS-AT-LARGE: The Members-at-Large shall serve as representatives of the Club membership to the Board.

Section VI: GENERAL ELECTIONS:

The Board of Directors shall be elected at the annual business meeting in November by secret ballot for a term of one year. Absentee ballots will be accepted no later than the time of voting at the annual business meeting. In the event that the election ballot for the Board of Directors has no contested positions a simple show of hands shall be made to approve or disapprove the board as nominated. In the event that the elections are delayed, the incumbents shall continue to serve until their successors are elected. The candidate for each office, or candidates for the election of Members-at-Large, receiving the majority vote for each office are to be declared the winner(s). A majority is one more than half of the votes cast.

Newly elected members of the board shall take office on December 1st following their election at the November General Meeting.

ARTICLE V MEETINGS:

Section I: GENERAL MEETINGS: The Club shall meet monthly as determined by the Board and shall be announced to the membership on a timely basis and in a Club instrument such as a newsletter or Internet website.

Section II: BOARD OF DIRECTORS MEETINGS: An annual business meeting shall be held in November, in a place, time, and date to be determined by the Board. Additional Board meetings may be scheduled as deemed necessary to fulfill Club obligations or conduct necessary Club business. No Board meeting may be held without the President or Vice President, or temporary appointee of the president or Board of Directors, presiding.

Section III: SPECIAL MEETINGS: The Club may conduct other meetings regularly, at the time and place set forth by the Board.

ARTICLE VI AMENDMENTS:

Section I: The Constitution and Bylaws may be amended by a 2/3 affirming vote of the eligible voting members present during a General Meeting. It is further provided that membership must have been informed verbally, by phone or in writing, at least one week prior to voting on the proposed amendment. Publication in a Club instrument, or a good faith attempt to reach a member, will satisfy this requirement.

BYLAWS of THE HUACHUCA ASTRONOMY CLUB OF SOUTHEASTERN ARIZONA, INC.

BYLAWS ARTICLE I: NAME

Section I: The Huachuca Astronomy Club of Southeastern Arizona is an Arizona recognized nonprofit corporation and also a 501(c)(3) organization as designated by the U.S. Internal Revenue Code.

BYLAWS ARTICLE II: PURPOSE

Section I: The purpose for which this corporation is organized is the transaction for any and all business for which non-profit corporations may be incorporated under the laws of State of Arizona, as may be amended from time to time, except that the said corporation is organized exclusively for educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

BYLAWS ARTICLE III: MEMBERSHIP

Section I: There are five categories of membership as follows: Regular, Family, Student, Military, and Group.

- Regular membership is for one individual, 18 years or older, has voting privileges, and pays \$25 dues annually.
- Family memberships shall include two adults and their children under the age of 18, who shall enjoy the privileges of the Club including the right to vote (two adult votes per Family membership) at any General Meeting and pay \$35 dues annually.
- Student memberships are for an individual who is enrolled full time in educational coursework. A student membership does not have voting privileges and is not eligible to be elected to the Board of Directors. The dues are \$10 annually.

- Military memberships are for active duty members of the Army, Navy, Air Force or Marines. Annual dues for this military membership category are \$20 for individual and \$25 for family. Voting privileges are identical to the standard individual and family category listed above.
- Group membership is for a corporation or other organization and does not confer voting privileges; dues are determined on a case-by-case basis by the Board of Directors.

The Board of Directors may establish additional categories of membership.

Section II: Membership dues are for one-year periods and are renewable each January. Members joining at other times of the year will pay a prorated amount as applicable.

Section III: Nonpayment of Dues: Any member shall be automatically dropped from the Club for dues sixty days or more in arrears.

BYLAWS ARTICLE IV: BOARD OF DIRECTORS, OFFICERS AND ELECTIONS

Section I: Members-at-Large: Responsibilities shall include, but are not limited to:

- Actively participate in an overall planning process and assist in implementing member and club goals.
- Regularly attend board meetings.
- Make serious commitment to participate actively in committee work.
- Volunteers for and willingly accepts assignments and completes them thoroughly.

Section II: VETO and MODIFYING POWER of the BOARD OF DIRECTORS:

By a 2/3 vote, the Board of Directors may veto or modify any decision that any officer, appointee, or committee has made on behalf of the Club.

Section III: VACANCIES on the BOARD OF DIRECTORS:

In the event an elective office is not filled or is vacated, the remaining Board of Directors shall appoint by majority vote a member in good standing to fill that office until the next general election and until his successor is elected by the membership.

Section IV: REMOVAL OF MEMBERS AND OFFICERS:

Any member or officer may be dropped or expelled from the Club for any of the following reasons:

- (a) Willful misuse of Club property;
- (b) Willful disregard for his own safety or the safety of others while on Club sponsored activities;
- (c) Conduct detrimental to the Club and constituting misfeasance, malfeasance, or nonfeasance;
- (d) Nonpayment of dues sixty days or more in arrears.

Removal of Members: By a 2/3 vote of the Board of Directors, any member may be removed from membership in the Club. Before the Board of Directors takes a final vote to remove a member, the Board shall follow the guidelines set up in the Disciplinary Procedures Chapter(s) of the latest edition of Robert's Rules of Order, Newly Revised, and the Board shall send a written letter announcing the vote to the member in question at least 15 calendar days prior to the final vote.

Removal of Officers: By a 2/3 vote, the Board of Directors, following the guidelines set up in the Disciplinary Procedures Chapter(s) of the latest edition of Robert's Rules of Order, Newly Revised, may remove one of its members from office. Prior to the final vote for removal, the Board of Directors may by a 2/3 vote suspend the voting rights and powers of office of the member in question. This suspension period shall not last for more than thirty days and by the end of this period, the Board of Directors must by a 2/3 vote remove the member in question from the Board or the member in question shall be restored to full voting status and to his original office on the Board of Directors. Before the Board of Directors takes a final vote to remove the member in question from the Board, the remaining Board of Directors shall send a written letter announcing the vote to the member in question at least 15 calendar days prior to the final vote.

Appeals: If the Board of Directors votes to remove an officer or to expel a member, that person may appeal to the General Membership for reinstatement. A vote shall be taken at a General Meeting at least 30 calendar days after an announcement in the Club Newsletter and other Club instruments. Reinstatement shall require a 2/3 vote of the represented General Membership. The membership vote shall be conducted via show of hands while the officer or member in question is not present. In the Interim, the vote of the Board of Directors shall remain in effect.

Section V: GENERAL ELECTIONS

Candidates shall be nominated from the floor or by a Board of Director appointed nominating committee consisting of three members at either or both of the meetings immediately preceding the November annual business meeting. No more than one Member-at-Large Board member shall be a member of the nominating committee. It shall be the duty of the Nominating Committee to

submit the names of a candidate for each Director and Officer to be elected under these Articles. Write-in candidates must accept their nomination in person or in writing before the vote is taken. Nominees' names shall be published in the Club Newsletter at least thirty days prior to the election meeting. Nominations for elective offices must be submitted prior to the publishing deadline to be officially included on the ballot; however, nominations for write-in candidates shall be accepted from the floor at the November meeting. Absentee ballots shall be accepted.

An official count of the votes shall be made for the record. Two neither non-candidate nor office holding members and the Secretary, known as the Teller Committee, shall count election Ballots. This is in lieu of a secret ballot. Any absentee ballots shall be added to the count. An absentee ballot shall be in a signed and sealed envelope and must be presented to the President prior to holding the relevant votes. The two Club members, whom the President appoints to count the ballots in collaboration with the Secretary, shall open and count all absentee ballots for the relevant votes. Proxies are not allowed under any circumstances. In the case of officers, if no candidate receives a majority vote or there is a tie, another ballot will be handed out and balloting will continue until a candidate for each office has been elected by a majority vote.

BYLAWS ARTICLE V: MEETINGS

Section I: RULES: The latest edition of Robert's Rules of Order, Newly Revised shall be the governing parliamentary law in all matters in which it applies.

Section II: MOTIONS: Any member of the Club may bring items of business before the Board of Directors at any regularly scheduled General or Board of Directors Meeting.

Section III: QUORUMS:

General Meeting: The voting eligible members present at a general meeting shall constitute a quorum and shall be eligible to vote on any issue provided prior notice is given to all members via the Club newsletter or the Club's Internet website. Except when the Club's Bylaws require a 2/3 vote, a majority vote of the members represented at the General Meeting shall carry all motions.

Board of Directors Meeting: A presence of at least 1/3 (33%) of the elected members of the Board shall constitute a quorum.

Section IV: Initiatives, Modifications, Vetoes and Recalls by the General Membership: The General Membership may initiate a vote on any matter other than Constitutional Amendments, modify or veto a decision by the Board, or recall any officer by first presenting the President with a petition signed by ten percent of those members with voting rights. Second, the petition must clearly

spell out the reason for requesting a vote of the General Membership at the top of the form where members signing below can read it. Third, upon verification of the petition signatures, a vote shall be held at the next General Meeting following an announcement in the Club Newsletter at least thirty days prior to the vote. Fourth, the vote of the General Membership shall supersede any decision of the Board of Directors.

BYLAWS ARTICLE VI: AMENDMENTS

Section I: Amendments to the Bylaws may be made by resolution of the Board of Directors and a two-thirds (2/3) vote at the Annual or General Meeting of the Membership. An amendment is effective immediately upon its adoption, unless the motion to adopt specifies a time for its going into effect.

BYLAWS ARTICLE VII: AFFILIATIONS

Section I: In fulfilling its purpose, the Club may cooperate and enter into agreements with other organizations as deemed appropriate by the Board of Directors.

BYLAWS ARTICLE VIII: FINANCES

Section I: Dues: The amount and manner of payment of annual dues shall be determined by the Board of Directors. The amount of the dues shall be sufficient to cover the normal operating costs of the Club.

Section II: Assessments: The Board of Directors subject to approval of the members may fix additional assessments by an affirming vote of more than 2/3 of the members present during a General Meeting.

Section III: Reimbursements: The Treasurer shall disburse the funds of the Club in payment of the just demands against the Club upon approval by the President or as may be ordered by the Board of Directors (taking proper and dated vouchers or receipts for such disbursements).

Section IV: Fiscal Year: The fiscal year shall run from November 1 to October 31.

Section V: Compensation: All officers are volunteers and are not compensated. The Club has no paid employees. Should the need arise for compensation; a committee designated by the Board of Directors of at least 3 members will be formed to decide on types and amounts of compensation. No member of the committee shall have a conflict of interest in the compensation. All compensation will be approved by a 2/3 vote of the membership, and in writing prior to paying compensation. A written record of all documents used in deciding amounts of compensation and votes shall be kept. A comparison of compensation levels will be made for similar type positions prior to a final decision on compensation.

BYLAWS ARTICLE IX: PROPERTY

Section I: The Club may accept or give donations for worthwhile projects or programs as determined by the Board of Directors. The Club may acquire equipment and property so it can fulfill its purpose.

BYLAWS ARTICLE X: DISSOLUTION

Section I: Upon the dissolution of this organization, the officers shall, after paying or making provisions for the payment of all of the liabilities of the organization, dispose of all its assets exclusively for the purpose of the organization to such organizations organized and operated exclusively for charitable, educational, or religious purposes under the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code. Any such assets not so disposed shall be disposed of by the Superior Court in the County where the principal office of the organization is then located exclusively for such purpose or to such organizations as said Court shall determine which are organized and operated exclusively for charitable, educational, or religious purposes under the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code.

BYLAWS ARTICLE XI: COMMITTEES

Section I: There shall be such standing special committees as necessary for proper functioning of the club. All committees, when formed under the direction of the President, shall have their purpose, powers, and limitations clearly defined and shall keep records and make such reports as required. There shall be the following standing committee: the Board of Directors defined under Article IV, Section I, of the Constitution.

STANDING RULES OF THE HUACHUCA ASTRONOMY CLUB OF SOUTHEASTERN ARIZONA, INC.

- An annual calendar of meetings shall be submitted to the Board of Directors prior to the annual business meeting.
- The annual budget will be prepared by the Treasurer and submitted to the Board of Directors for approval in September.
- Standing appointments shall include, but are not limited to:
 - Newsletter Editor, who edits the Club Newsletter;
 - Chief Observer, who submits observational materials to the newsletter and provides support and assistance at star parties;

- Astronomical League Coordinator (AICor), who serves as the Club's contact with the Astronomical League, sends roster updates to the League quarterly, and represents the Club to the Astronomical League Regional Council;
 - Star Party Host, who serves as the host at regularly scheduled club star parties, and is indemnified by the Club for losses arising there from;
 - Star Party Coordinator, who arranges and oversees Club participation in local, regional and national astronomical events;
 - Web Master, who maintains the Club's Web pages;
 - Publicity Director, who serves as the Club's liaison with the media;
 - Public Events Coordinator, who coordinates special observing programs.
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