

# Constitution and Bylaws of the Saguaro Astronomy Club

Approved May 8<sup>th</sup> 2009.

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## Article I: Name of the Organization

The name of this organization shall be the Saguaro Astronomy Club.

## Article II: Purpose of the Organization

The purpose of this organization shall be to further the education of its members and the public in astronomy and related physical sciences by:

- A. Conducting public lecture programs, public field seminars in astronomical observing practice, and public instruction in astronomical telescope construction;
- B. Promoting fellowship among and providing the means of exchanging scientific information between individuals having a common interest in astronomy;
- C. Promoting organized scientific research and related activities among its members;
- D. Developing and maintaining a free lending library of scientific information and educational material for the use of its members and the public.

## Article III: Business Activities of the Organization

- A. This organization is one which does not contemplate financial gain or profit to the members thereof and is organized solely for nonprofit purposes.
- B. The following issues of the organization shall be by consent of a majority of the voting members:
  1. Acquiring or disposing of right, title, or interest in real property with a valuation in excess of \$100.00;
  2. Incurring financial obligations in excess of the organization's capacity to pay given the current dues or yearly revenues;
  3. Amending, adopting or repealing the Articles of the Constitution and the Bylaws;
  4. Dissolution of the organization when such action is taken and after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation that is organized exclusively for educational and/or scientific purposes and which has established its tax-exempt status.
  5. Spending more than \$200.

C. The following issues of the organization shall be at the discretion of the board of directors, unless overruled by the majority of voting members on a case by case basis:

1. Waivers/Liability Releases:
  - a) Deciding the necessity of waivers/liability releases for specific events or series of events.
  - b) Implementing and maintaining the waiver/liability releases.

## Article IV: Membership

- A. Membership in the organization:
  1. Any person who is willing to subscribe to the Articles of the Constitution and Bylaws of this organization shall be qualified for membership subject to the governing bylaws and conditions specified therein.
  2. There shall be no limit to the total number of members.
- B. Application for membership.
  1. Application for membership shall be made to the Board of Directors.
  2. No application will be accepted unless accompanied by all dues applicable.
- C. Classification of membership.
  1. Classification of membership shall be as follows:
    - a) Regular
    - b) Family
  2. Special and Honorary memberships give no privileges unless recipient is also a member in good standing. They are defined as follows:

**Charter**—Special recognition of all members present and accounted for at the first regular business meeting

**Honorary**—By approval by a majority of the membership, a person or organization that has made an outstanding contribution to the science of astronomy (or related fields) or to the organization, may be awarded an honorary membership: a classification that provides for recognition and club benefits, but with restricted services.

## Article V: Form of Government

A. Form of Government: The government of this organization shall be invested in a Board of Directors and a General Assembly of all members with respective powers as defined in this constitution.

1. The Board of Directors shall consist of five (5) members, which are the administrative officers, and shall be in charge of the supervision and conduct of all business of this organization, to raise funds in any manner not inconsistent with policy established in the bylaws, to recommend amendments to this constitution and perform all other functions, incident to the proper conduct of this organization.
2. The General Assembly of all members shall consist of all members whose dues are paid for the fiscal period or prorated portion thereof regardless of their membership classification. The body shall be presided over by the President and shall have invested in it the power to amend this constitution, to establish the amount of dues and monetary policy of the organization, and to approve or disapprove by simple majority the actions of the Board of Directors.

B. Administrative Officers—Tenure of Office and Elections

1. Officers: The five (5) elected officers of this organization on shall be:
  - President
  - Vice-President
  - Secretary
  - Treasurer
  - Properties Director
2. Qualifications: They shall be members in good stand standing and shall be 18 years of age or older at the time of taking office.
3. Period of office: Officers shall serve a period of one (1) year and/or until their successors are elected. No member shall be eligible for more than two (2) consecutive terms in the same office.
4. Nominations: Nominations for officer positions shall be opened at the October business meeting and shall be publicized in writing prior to the November business meeting. Nominations will be closed with the start of elections at the November meeting. Any member may nominate qualified members for office provided prior consent of the nominees has been given. Qualification of the nominees shall be validated by the Secretary.
5. Elections: Officers shall be elected by a simple majority of the General Assembly present at the November business meeting. Voting will be done by secret ballot. Single nominees for office may be affirmed to the posi-

tion by a majority “yes” vote. All ballots shall be saved until the installation of officers at the January meeting and the ballot counting will be done by a committee. In the case of a tie, the election shall be determined by lot. The position of any officer who is absent from three successive Business Meetings and/or Board Meetings shall be declared vacant unless such absences are excused by the Board. A vacancy occurring in any office shall be filled by a majority vote of the members present at the next business meeting. Notice of such election shall be presented to the membership at least one week prior to the special election. A special officer may be appointed by the Board of Directors for a specific task subject to approval by the General Assembly. Such special officer may be appointed for any task of special interest to the organization. Their term of office shall be for a specified time, in no case to exceed one year.

6. Duties of the Board of Directors:

- a) Duties of the President shall be: The President will see that the other officers of the organization conduct their offices properly. He will also provide the leadership necessary to maintain a smooth-running organization. He will preside at all meetings of the General Assembly and the Board of Directors. Pursuant to these duties he shall be responsible for finding a suitable meeting place whether for General or Special Meetings. He will propose club policies and goals to be approved and implemented by the Board of Directors. He will be one of two (2) officers (the other being the Treasurer) with check signing privileges. Committee chairmen will be accountable to the President. He shall, with the Treasurer and under the authorization of the Board of Directors, execute all legal documents in the name of the organization.
- b) Duties of the Vice President shall be: The Vice President shall serve in the President's place in the event the President is absent or unable to serve for any reason. He will be in charge of club programs and both general club publicity and program publicity. He will be the one to whom other board members report the lines of communications between the President and the Board. He shall serve as chairman of the program and activities committee and shall in the execution of this duty, be responsible for coordinating and scheduling the following:

- (1) General business meetings

and the program agenda;

(2) Club activities such as star parties, etc.

- c) Duties of the Secretary shall be: The Secretary will be custodian of all official documents and records of the organization and shall, with the President when properly authorized, execute all legal documents in the name of the organization and shall perform other duties delegated to her/him: He shall record the minutes of all meetings of the General Assembly and the Board of Directors and shall at the next succeeding business meeting of the General Assembly, read back all pertinent minutes of all meetings of the General Assembly and Board of Directors occurring from the time of the last regular business meeting. He will be official correspondent with other clubs, organizations, etc. He will be responsible or appoint responsibility for the publication of the club newsletter.
- d) Duties of the Treasurer shall be: The Treasurer will be responsible for presenting a proposed budget; will be in charge of ways and means; will handle club capital, checking account and may sign checks; will collect membership dues, process subscriptions and provide an official membership list for publication; will be in charge of membership application forms and club information sheets.
- e) Duties of the Properties Officer shall be: The Properties Officer will be in charge of all real properties including the observing site(s), club library, and club instruments; will be the host for the regularly scheduled star parties or responsible for delegating the role; will be in charge of club keys.

### C. Committees

1. Creation: All officers will have the authority to appoint committee chairmen as they deem necessary to delegate those responsibilities they so choose to delegate.
2. Committee Membership:
  - a) All committee chairmen will have the authority and power to select committee members from the organization's membership.
  - b) The chairman and members of any standing or special committee may have their appointment revoked by a successful vote by the Board of Directors given proper cause.
3. Committee Types:
  - a) Special Committee: A special committee may be formed to accomplish

a specific task. It can be created normally, as defined above, or may be created by a successful motion from the membership at a regular business meeting. This committee is dissolved upon completion of the assigned task, or sooner, upon a successful motion from the membership.

b) Standing Committee: A standing committee perform an ongoing task until dissolved by the Board of Directors.

### D. Common Duties of Board Members

1. All officers who serve as administrative officers, Directors, committee chairmen, or committee members shall be required to attend all appropriate meetings when scheduled by the organization. When unable to attend, a member may appoint another voting member to attend the meeting in his place.
2. The chairman or representative must attend all Board of Directors meetings to advise and report about the committee's status.

### Article VI: Expulsion of Members and Impeachment of Elected Officers

- A. A member may be dropped or expelled from the Saguaro Astronomy Club for any of the following reasons:
1. Non-payment of dues.
  2. Willful misuse of organization property.
  3. Willful disregard for his own safety or the safety of others while on organization sponsored activities.
  4. Conduct detrimental to the Saguaro Astronomy Club.
  5. Attending a club event, that requires a signed release, and refusing to sign the release for the event.
- B. Any member subject to expulsion will be granted a hearing before the Board of Directors.
- C. Elected officers and committee chairmen may be impeached and removed from office for any of the above reasons or for misconduct or neglect of duty while in office.
1. Any Officer subject to impeachment will be granted a hearing before the remaining Board of Directors, but impeachment and removal from office can only be made by a two-thirds vote of the General Assembly.

### Article VII: Meetings

- A. General business meetings shall be held at least once every two months.
- B. Committees shall meet at least once every three months.
- C. Board of Directors shall meet at least once every three months.
- D. Quorum and Order of Business:
1. The General Assembly shall establish their own rules of procedure except as provided for in the

Constitution and Bylaws.

2. A minimum of five (5) voting members is required to conduct business.
3. Election of officers, an amendment to this Constitution, or a matter of expulsion or impeachment will be given priority over all other orders of business.
4. Any matter requiring a vote carried over into a subsequent meeting will receive priority of business at that meeting.

**Article VIII: Moneys and Properties**

**A. Moneys and Properties**

1. All moneys will be kept in an account accessible by only two (2) signees:
  - a) The President and
  - b) Treasurer
2. The Treasurer shall be responsible for keeping these moneys in an account and shall make periodic reports of account balances.
3. All moneys will be used in accordance with Article II.
4. In the event of unforeseen or emergency circumstances, in support of previously approved activities, the board may approve spending up to a maximum total of \$500, with notification of the membership at the next club meeting.

**B. Dues.**

1. A schedule of annual dues prepared by the committee headed by the Treasurer and accepted by the General Assembly shall be added to the bylaws. This schedule will be reviewed for possible revision at the end of each fiscal year by the Treasurer or at any other time that is deemed necessary by the Board of Directors or a majority of the General Assembly.
2. Annual Dues shall be charged at the following schedule for the different classes of membership:

<b>Charter Member</b>	<b>\$32.00</b>
<b>Regular Member</b>	<b>\$32.00</b>
<b>Family Membership</b>	<b>\$48.00</b>

Annual dues shall become due and payable at the beginning of the fiscal year. New members joining at other times will be charged on a prorated basis based on the quarter the application is accepted as shown. This Fee Schedule will become effective on January 1st, 2010

<b>Fiscal Quarter</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>3<sup>rd</sup></b>	<b>4<sup>th</sup></b>
<b>Percent Payable</b>	<b>100%</b>	<b>75%</b>	<b>50%</b>	<b>25%</b>

3. Any member whose dues are delinquent for more than two months shall be automatically terminated from membership. To rejoin:
  - a) A terminated member who paid dues for the previous fiscal year, shall be reinstated upon paying the entire current year's dues.

b) A terminated member who did not pay dues for the previous fiscal year shall now be a new member and pay dues based as such.

4. Any dues in excess of the regular membership fee constitute an optional contribution in support of the activities of the Saguaro Astronomy Club.
5. Regular members age 65 or older shall have their annual membership fee reduced by 50% upon request.

**C. Properties.**

1. All properties will be acquired and maintained for the benefit of the majority of the membership.

**D. Gifts.**

- A. Gifts shall be used at the discretion of the organization unless a specific purpose for the gift has been designated by its donor.

**Article IX: Library and Publication**

- A. The Saguaro Astronomy Club shall, if possible, maintain a file of charts, books, photographs, organizational reports, newsletters, special reports, and technical publications. This material will be administered by the Properties Officer and open for free use by all members of the Saguaro Astronomy Club.
- B. There shall be issued, when deemed necessary, a general newsletter that shall be prepared under the direction of the Secretary, with the issuance, subject and content of this publication decided upon by the Publications Committee.

**Article X: Amendments**

- A. Proposed amendments to the Constitution and Bylaws must be submitted to the General Assembly in writing and signed by five (5) voting members.
- B. This Constitution shall be amended only by consent of a majority of the voting membership at a special business meeting called for that purpose or the regular meeting following submission. Any amendment so passed shall take effect immediately.
- C. Copies of approved amendments or a corrected copy of the Bylaws and Constitution shall be printed and distributed to all members requesting them.

**Article XI: Club Emblem and Motto**

- A. The official emblem of the Saguaro Astronomy Club shall consist of a circular design showing a night scene in the Arizona desert. A mountain shall appear in the background. Above the mountains shall appear the constellation Scorpio, symbolizing a respected desert dwelling animal active mostly at night. In the left foreground shall appear a flowering Saguaro Cactus with several arms—a plant species (*Carnegiea Gigantae*) which thrives in the desert. Its slow growth over many years from nearly invisible seeds into a mature specimen of impressive size and its flowers, which appear at night, symbolize qualities of the Saguaro Astronomy Club. In the center foreground shall appear the block letters, "SAC", and underneath, the year "1977".

- B. In the lower board of the emblem shall appear the club motto, "Videmus Stellae," which may be taken to mean "We see stars."



**Article XII: Club Activities**

- A. A club event is only one occurring on the day, time, and place that the Board of Directors formally specifies.
- B. Participants at club events are only those who are:
1. members or invited guests and
  2. who also have signed the release for the event, when a release is required.