

Sunset Astronomical Society Constitution/By-Laws

November 13, 2015 V3.0

Name

The name of the organization shall be Sunset Astronomical Society or SAS.

Offices

Current office information will be maintained on SAS website

Mission

To educate, in all branches of astronomy, so that we better understand the universe around us

Goals

We accomplish this by meeting monthly where we have defined group agendas that include but are not limited to the following:

- ❖ Educate ourselves so we may better educate others
- ❖ Invite guests to lecture on astronomy related interest areas
- ❖ Invite guests, interested students and potential members to observe “astronomy in action”
- ❖ Conduct indoor meetings with a sky presentation and points of interest by our members
- ❖ Conduct outdoor sky viewing opportunities such as a Messier Marathon
- ❖ Conduct general sky viewing, and other group activities directly related to astronomy
- ❖ Conduct our business in a functional not-for-profit manner
 - Maintain financial assets at a level required for operation of the club using best business practices
 - Expend financial assets aligned with our Mission, Goals, and Objectives

Objectives

- ❖ Invite at least one guest lecturer per year – the SAS Board must make decision on how cost effective this will be on a case-by-case basis. This could be waived if no appropriate guest lecturer can be found
- ❖ Conduct at least one meeting specific to the needs of students per year - This could be waived if no appropriate venue can be found
- ❖ Conduct at least two “how to” meetings on hardware or software per year

The SAS Board or the “Board”

The Board is comprised of a President, Vice-President, Treasurer, Secretary and five Directors

President

The President will perform or delegate all tasks needed to effectively run the organization

Vice-President

The Vice-President will assist the President in fulfilling the duties required to run the organization, also plan and conduct program activities

Secretary

Perform record keeping duties of the organization

Treasurer

Perform all accounting duties related to the organization

Directors

The Directors will assist the President in fulfilling the duties required to run the organization and plan and conduct program activities

Committee Chairs

Ad Hoc committees may be appointed by the President to conduct SAS business

Parliamentary Authority

In any question of procedure at a SAS meeting, the SAS Constitution/By-Laws shall be the first order of precedence. The SAS Club President or meeting moderator may correct a scrivener's error in the SAS Constitution/By-laws where the evidence is clear, convincing and precise. The club President or meeting moderator will start a discussion to effect the change after polling the general membership, if there is a quorum present, using a (50%+1) rule. Robert's Rules of Order (RONR) shall prevail if the conflict cannot be resolved. The item in question will be tabled until a due diligence process is completed by the SAS Board of Directors and a decision is rendered.

BY-LAWS

Membership

Membership in SAS is open to anyone showing sufficient interest in astronomy and activities to pay the annual dues as determined from time to time by the Board. Current dues and membership types are maintained on the SAS website

❖ Types of Memberships

- Adult Individual: This pertains to a single adult
- Adult Family: This pertains to adults with spouse and/or children under the age of 18
- Student/Senior: This membership is available to full time registered students under the age of 18 or seniors aged 62 or over
- The Board reserves the right to assign Life or Gift (short term) memberships where assignment is appropriate and obvious (legal definition - reasonable man theory). These members retain all rights and privileges of an annual paying member
- Annual dues are due January 1st - Membership valid January 1 until December 31 – See website for details

❖ Member definition

- Members shall be defined as
 - Current with annual dues
 - Not suspended, terminated, or in the process of same
 - Not be found contrary to community standards of justice, honesty, or good morals
- Members must also be in good standing for holding office or voting
 - Not guilty of prior misfeasance or prior malfeasance
 - Of an age of 18 or greater

❖ Termination

- **Termination** - any member may be terminated for any repeat violations of any of the By-Laws, rules or regulations or for any repeated misconduct deemed sufficient. Three fifths of the Board must vote in agreement that a violation has occurred throughout the Termination Process. Under no circumstances should a member make a motion to remove another named member from the floor. Allegations should either be in private via the Board or to make a motion from the floor to form an ad hoc committee to look into the misconduct depending on the seriousness of the misconduct
 - For the first offense, the member shall receive a verbal warning from the President or other appointed Board Member selected by the Board
 - For the second offense, the member shall receive a written letter of complaint from the President or other appointed Board Member selected by the Board
 - For the third offense
 - An independent ad hoc committee will be formed to determine the scope and validate the allegation. The Board will insure the integrity of the independent ad hoc committee, which may consist of members of the board and select members from the general membership
 - Depending on the scope, an attorney may be retained, to determine legal standing
 - A full Board may then vote to terminate the member depending on the recommendations of the ad hoc committee and any attorney recommendations
 - Note that this method does not include the entire membership because many allegations should be kept private because of many different and varying state and federal law
- In case of termination, all rights and payments made by said terminated member shall be forfeited to SAS
- **Misfeasance** is a transgression, especially the wrongful exercise of lawful authority. Simply stated - a “screw-up”. A member may be suspended pending a termination hearing. This may bypass the first and second warning if the Board determines a major transgression

- **Malfeasance** is a wrongdoing or misconduct especially by a public official. Simply stated – an intentional act. A member may be suspended pending a termination hearing. This may bypass the first and second warning if the Board determines a major transgression and the authorities may be notified

Voting Methods

- ❖ A member must be 18 years or older
- ❖ A member must be in good standing – see member definition
- ❖ A member may vote
 - In person at the appropriate general membership
 - In absentia by proxy via e-mail or US Postal Service or other public carrier
 - Proxy voting addresses will be maintained on the SAS website
 - Proxy voting must be accomplished early because of the potential lack of internet service
- ❖ The Nomination Chair, President, Vice-President, Secretary, Treasurer will be responsible to collect proxy ballots immediately as possible before an election

Quorum Definition

- ❖ The Quorum definition described in Roberts Rules of Order (RONR) revised brief edition are as follows
 - A organization should not be bound by decisions taken by an unrepresentatively small number of members who might attend a meeting
 - The default definition of a Quorum is a majority of the members, or more than half, and will be the rule if not specifically stated in the By-Laws
- ❖ Organizations may, due to member make-up, tailor the definition by either fixed or percentage or both

Quorum for voting or nominations by membership

- ❖ Due to varying membership of SAS the following is recommended
 - RONR recommends that small clubs set a fixed minimum membership. RONR recommends against setting percent because the Secretary might be missing for the meeting and then there is not a method to determine the current membership and therefore you would be unable to vote on anything
 - Note - The current membership as of this writing is 33. If we use the quorum rule of 50% plus 1, then we could have a quorum of 17 members. We could have 9 Board members and only 8 general members. This is not a good mix. With a minimum quorum of 20, we would always have a majority of general members.
 - Rule 1: At least twenty members including the Board and electronic or written signed proxies shall be considered a Quorum for election of Board members, change in By-Laws, or transactions of \$500.00 or more
 - Rule 2: If the membership size has diminished to a point where Rule 1 may not be mathematically practical, then a simple Quorum of greater than half will be invoked
 - Rule 2 invocation will be determined by the Board
 - Rule 1 invocation will be determined by the Board
 - Rule 2 may not be invoked to facilitate a meeting because member turnout is low for a specific meeting. It is based on the entire membership and should be determined and published at least a month in advance unless there is an utmost extreme emergency
 - Rule 1 will re-invoked at the earliest possible time as the total membership recovers
- ❖ For an issue or question to pass the following are required
 - Voting tally (most votes) (members plus proxies – see definition of member) will be used to elect a Board member – ties may be broken by coin flip or run-off between tied members only if coin flip not agreed to

- A 2/3 vote of Quorum (members plus proxies – see definition of member) is required for change in By-Laws
- A 2/3 vote of Quorum (members plus proxies – see definition of member) is required for transactions brought to the floor by the Board

Term Limits

- ❖ The elections for SAS club offices will be scheduled yearly at the General Membership meeting in September
- ❖ Elections may only be postponed, by general consensus of all present, in the direst circumstances, such as death, destruction, and mayhem.
- ❖ Term limits for all offices are from election to election. This means that a postponement for a month would allow for a 13-month term, and then an 11-month term to return to the normal schedule
- ❖ There would be a transition period, within the month of September, where any transfer of business document such as checking transfer may be accomplished.

Nomination Procedure

- ❖ Prior to the election
 - The President will nominate a Nominating Committee Chair a month in advance of the elections to aid in locating a sufficient pool for selection of officers
 - The Nominating Committee Chair will publish (See Communication Methods) a preliminary list of nominees two weeks before the election to aid absentee members in proxy voting
 - The Nominating Committee Chair will accept nominations by e-mail up to a week before the floor election. All other nominations must be made from the floor on voting day
- ❖ Nomination and Election Instructions
 - 1: The President will accept Point of Order interruptions if there is a violation of protocol, but other motions should be delayed while the Nominating Chair has the floor. The election tally will determine the winners and therefore does not require a movement or second except in the case of self-nomination
 - 2: Voting methods will be by show of hands or by paper ballot. The Chair of the Nominating Committee will ask the floor for a preference before voting for each office
 - 3: Proxy votes will be added to the tally from show of hands or by paper ballot. Voice voting is not acceptable because proxy votes would not be counted
 - 4: The Chair of the Nominating Committee is responsible for nominations to fill any unfilled positions either immediately or during subsequent meetings
 - 5: The President may call a special election to fill vacancies due to members resigning or other circumstances
 - 6: A member may only hold one office
- ❖ Nomination and Election Process
 - The President will pass the floor to the Chair of the Nominating Committee
 - The Chair will state the following collected members are eligible and have accepted a nomination for President
 - The Chair will ask the membership for additional nominations for President from the floor until it is apparent there are no more nominations
 - Voting for President will proceed by the agreed on method and the vote tally will determine the winner
 - Voting for Vice-President, Secretary and Treasurer will proceed in turn using the same method as the voting for President
 - Voting for Directors will commence with the highest tally in order determining the winners using the same method as voting for the President
- ❖ The Chair will then turn the floor over to the President when voting is complete

President

- ❖ The President shall preside at all meetings of the Board
- ❖ He/she shall have the power to delegate duties at his/her discretion to other members of the Board
- ❖ Responsible for organizing SAS, this includes scheduling meetings, communicating meeting agendas, organizing observing activities and other activities to promote SAS
- ❖ Follow the guidelines outlined in the Constitution with respect to Mission, Goals, and Objectives
- ❖ Oversee Board members which includes calling meetings
- ❖ Oversee club activities to assure that the activities of the SAS and its membership is consistent with this charter
- ❖ The President shall be responsible, to create or cause to be created, a proposal for all activities that require a transaction of \$500.00 or more. It is recommended that a proposal be written and communicated (see below) for other large projects where it is difficult to assign a solid metric such as large people expenditures or other large considerations
- ❖ This proposal shall be communicated to the general membership one month before an acceptance request of vote of the general membership (See Quorum).
 - Proposal should contain at least the following and be clear and to the point
 - Title
 - What is the problem to be solved
 - What is the solution to be invoked
 - What is the return on investment (ROI) either tangible or intangible
 - What is the plan associated with the proposal (high level tasks, start date, end date, maintenance date)
 - What club resources would be required
 - What physical material is involved
 - Where would the product, if physical, be stored
 - What financial expenditure or fund raising is required (both initial and ongoing)
 - Is the proposal Board approved
 - Authors, all collaborators and associates, date of proposal creation, and document version numbers

Vice-President

- ❖ In the absence of the President, the Vice-President shall assume the duties of the President.
- ❖ If the President is unable to carry out his/her duties, the Vice-President shall succeed the President
- ❖ Perform duties delegated by the President
- ❖ Plan and conduct program activities
- ❖ If the President and Vice-President are unable to carry out his/her duties then a special election will be held at the next available membership meeting

Secretary

- ❖ The Secretary shall notify members of all meetings of the Board
- ❖ Shall keep records of all meetings of the Board
- ❖ Shall attest such records and other documents by his/her signature
- ❖ Shall safely keep all documents and papers that shall come into his/her possession by virtue of his/her office
- ❖ He/she shall also perform such other duties as may be assigned by the President
- ❖ Record meeting minutes
- ❖ Maintain SAS records
- ❖ Sign appropriate documents as needed for the SAS

Treasurer

- ❖ The Treasurer shall keep or cause to be kept an account of all monies received and expended by the organization and shall make disbursements authorized by the Board, approved by such officers as the Board may prescribe
- ❖ He/she shall deposit, or cause to be deposited, monies of the organization to the credit of the organization in such bank or banks approved by the Board
- ❖ The Treasurer will create a plan (task/timeline/listings) of all assets of SAS
 - The plan will contain
 - A starting and ending balance of all financial accounts
 - A listing of all transactions against those financial accounts
 - A time frame for any re-occurring transactions such as insurance or web registration
 - A listing of all hard assets belonging to the club
 - Accounting for the location of all hard assets including a check out/check in method
 - Developing an assurance and/or insurance plan to protect our high value hard assets
 - A yearly inventory of all assets by a member of the board appointed by the President different than the Treasurer
- ❖ He/she shall provide the Board with a monthly treasurer's report containing the above information
- ❖ His/her accounts shall be open to audit at the request of the Board
- ❖ The Treasurer will also serve as the Membership Chair. This involves maintaining timely records of all members in good standing as well as recent delinquent members
- ❖ Accountable for the funds of the SAS
- ❖ Accountable for the membership renewals

Directors

- ❖ Directors shall be responsible to aid in the operation of and conducting of business under the policies of SAS
- ❖ All Director will have equal vote in determining direction, purchases, or other activities relating to the operation of SAS
- ❖ Directors will provide a pool for future elections
- ❖ Directors will provide a wider range of input
- ❖ Directors will constitute a more meaningful quorum under which business is to be conducted

Committee Chairs

- ❖ The President shall be empowered to establish committees as may be required from time to time in the conduct of SAS business
- ❖ Committee Chairs shall report to the Board and are encouraged to attend the monthly meetings of the Board

Meetings

- ❖ The Board may change the time and meeting place in its discretion with notification of SAS membership. See “Communication Methods” section for web address for current time and location for meetings
- ❖ Membership meetings shall take place monthly, or as determined by the Board
- ❖ The Board shall meet monthly or as determined by the Board, between membership meetings, to conduct the business of the organization
- ❖ The Board meetings are open to all members. Club members will be informed of the meetings via email but the Board are the only members that are expected to attend

Quorum for Board

- ❖ A quorum to conduct business will consist of at least five members including either the President or Vice-President and at least three Directors
- ❖ In the temporary absence of the President or Vice-President, business may be conducted if the President appoints an ad hoc Chair in his/her stead to conduct the Board meeting as long as a quorum exists
- ❖ Meeting minutes will be maintained by a Director if the Secretary is absent
- ❖ Any number of individuals, without a quorum, may conduct activity pursuits and planning
 - No funds are to be allocated or disbursed
- ❖ A simple majority including proxies is required to pass Board motions
- ❖ See Termination requirements in the case of a hearing

Expenditures Rules

- ❖ Officers shall not be compensated serving on the SAS Board
- ❖ Officers and/or members will be reimbursed for expenses incurred at the direction of the SAS Board based on decisions by the SAS Board and the General Membership depending on value
- ❖ Major transactions of \$500.00 or more must be brought before the general membership in the form of a proposal and approval (See Quorum Rules and President Responsibilities)
- ❖ Large expenditures (more than \$100.00 but less than \$500.00) and **are not** part of the normal functioning of the SAS, will be brought to the General Membership Meeting for discussion
- ❖ Large expenditures (more than \$100.00 but less than \$500.00) and **are** part of the normal functioning of the SAS, may be brought to the General Membership Meeting at SAS Board discretion
- ❖ Expenditures for \$100.00 or less will normally be at the discretion at the SAS Board without General Membership approval especially for those items relating to existing expenditures of the normal functioning of SAS (organization dues, web expenses, stamps, envelopes, check printing, new letter printing, et al)
- ❖ Treasurer specific items may be purchased without approval only for items such as stamps, check printing, envelopes, etc.. The SAS Board will pre-approve Treasurer Specific items once for all future purchases
- ❖ Certain low cost items of general interest should be brought to the General Membership for approval. For example – purchase of Planisphere. This will be at SAS Board discretion
- ❖ In all cases, expenditures will be itemized and reported in the Treasurer’s Report at the next General Membership Meeting.

Checkbook Rules

- ❖ Using the SAS checking account is the normal path for paying SAS Club bills.
- ❖ If the President, Vice President, or Treasurer is unavailable for an extended period (weeks or forever), then an appropriate combination of President, Vice President or Treasurer may sign until such time as a remedy (elections or temporary assignment by remaining SAS Board) can be found
- ❖ The SAS bank of choice must be notified and new signature papers signed. The Chemical Bank at Weiss and Midland Rd in Saginaw Twsp. currently holds the SAS BANK account.

- ❖ As a check and balance measure all checks greater than \$100.00 must be double signed normally by the SAS President and the SAS Treasurer
- ❖ Checks \$100.00 and under will require one signature (normally by the Treasurer) and an e-mail from the President (or Vice-president in the absence of the President previously defined in this section) to approve the transaction. This is to expedite petty transactions and save extensive trips to acquire a second signature on a check

Dissolution

- ❖ Upon the dissolution of the organization or the winding up of its affairs, the assets of the organization shall be sold to pay any outstanding debts
- ❖ Any residual assets shall be distributed to another educational organization, as determined by the Board, which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 and its Regulations, as they now exist or as they may hereafter be amended

Copying Policy

- ❖ SAS does not condone illegal copying of copyrighted programs. The owner may copy, for personal archival backup of programs, which he or she personally owns
- ❖ Deliberate transmission of any "Trojan Horse", "Worm", "Virus", "Spy Ware", or similar material, or maliciously interfering in any other way with Internet operations
- ❖ SAS does not condone illegal use of other copyrighted, trademarked, or patented material
- ❖ Copyright is a federal law of the United States that protects original works of authorship. A work of authorship includes photographic, literary, written, dramatic, artistic, musical and certain other types of works
 - Copyright attaches as soon as the original work is created, applies to both published and unpublished works, and need not be registered with the federal government
 - Trademark and patent are similar but are registered with the federal government and carry higher penalties than copyrights

Acknowledgement of Responsibility

- ❖ SAS presentations and activities, person-to-person and email communications and technology assistance are offered in good faith. This includes member-to-member interaction
- ❖ Any scope damage, equipment malfunction, data loss, or software complications resulting from information acquired in the course of any SAS activity are considered unintentional and accidental. SAS members, officers, and board members will not be held responsible for such mishaps
- ❖ SAS, including the officers and board members are not responsible for physical injuries sustained in the course of attending any SAS activity

Communication Methods

- ❖ The preferred communication method is e-mail. It is the responsibility of the individual member to assure the Secretary has his/her correct e-mail address on record
- ❖ SAS maintains a monthly newsletter
- ❖ SAS maintains a website of general club information and coming events
- ❖ <http://www.sunsetastronomicalsociety.com>
- ❖ And other appropriate means of communication