

# **BYLAWS**

## **SUN CITY ORO VALLEY ASTRONOMY CLUB ARTICLE 1**

### **Name**

The name of this organization shall be Sun City Oro Valley Astronomy Club, a non-profit organization, hereinafter referred to as “The Club.”

## **ARTICLE 2**

### **Object**

The object of the Club shall be to provide opportunities for its members to learn about current topics in astronomy and related sciences through participation in monthly guest lectures, star parties, field trips and outreach activities.

## **ARTICLE 3**

### **Authority and Limitations**

The Club will operate as an instrumentality of Sun City Oro Valley, hereinafter referred to as SCOV in compliance with its bylaws and regulations, but will not conduct business or obligate funds in the name of SCOV.

## **ARTICLE 4**

### **Membership**

Section 1. Membership shall be open to any person having a current SCOV card who has an interest in astronomy. Non-residents of Sun City Oro Valley are welcome to become members, subject to SCOV regulations limiting the number of non-resident members to 20% of the Club’s total membership. No eligible person shall be denied membership.

Section 2. Annual dues shall be proposed by the Board of Directors of the Club. The establishment of the amount of the dues and any changes thereto must be approved by a majority vote of those present and voting at a regular or special meeting of the Club.

Section 3. There shall be one (1) vote per paid-up household on Club business. A household shall be defined as one or more individuals residing in the same residence.

Section 4. Any member shall be entitled to vote at any regular or special meeting of the Club and to participate in all Club activities upon compliance with all adopted regulations. Club business shall be decided by a majority vote of those present and voting.

## **ARTICLE 5**

### **Board of Directors**

Section 1. The Astronomy Club Board of Directors shall consist of the Officers of the Club (President, Vice-President, Secretary and Treasurer), up to five (5) Board members At- Large and the Immediate Past President, who shall serve in an ex-officio capacity, without vote.

Section 2. The officers will be assisted by a Board of Directors and Committee Chairmen.

Section 3. Term of office: All elected officers, board members-at-large, shall hold office for a term of one (1) year and may be elected to a board position for not more than four (4) consecutive terms. After four (4) consecutive terms the elected officer or board member-at-large must retire from the board for a minimum of one year before election to additional officer or board positions. No member shall hold more than one (1) office at a time.

## **ARTICLE 6**

### **Nominations and Elections**

Section 1. The President of the Board shall appoint a Chairperson of the Nominating Committee, who may propose up to four (4) additional members. The entire Nominating Committee shall be approved by the Board of Directors at a regular or special meeting of the Board.

Section 2. The Board shall send a list of suggested candidates for positions on the Board of Directors for the upcoming year to the Chairperson of the Nominating Committee by June 15. The Nominating Committee will publish on the Club website a preliminary slate of Officers and Board Members At-Large by September 15, along with a concurrent email to the membership. The membership will be requested to propose any additional nominees to the Nominating Committee by October 1. The Nominating Committee will present a revised slate, if necessary, to the Board at its October meeting and to the full membership at the October meeting. At the October membership meeting additional nominations from the floor may be made, subject to the consent of the nominee prior to the meeting.

Section 3. The election shall be held at the November meeting of the membership. A majority of those members, present and voting, shall elect the Board of Directors. In the case of multiple candidates for a given office, the vote shall be conducted by written ballot. Two or more members of the Nominating Committee shall count the votes.

## **ARTICLE 7**

### **Governing Body**

Section 1. The governing body of the Club is the Board of Directors, hereinafter referred to the “The Board” as defined in Article 5.

Section 2. It shall be the duty of the Board to conduct, manage and control the affairs and business of the Club between regular meetings of the membership.

Section 3. Meetings: The Board shall meet monthly, but the President may cancel the meeting if there is no business. There shall be a joint meeting of the outgoing and incoming Boards after the November meeting and prior to the December meeting.

Section 4. Quorum: Five (5) members of the Board shall constitute a quorum. If a vote is necessary in the absence of a quorum, absent members may vote by a speakerphone, text message or by email.

Section 5. Vacancies: Vacancies occurring in any officer or Board Member position other than President, shall be filled by a vote of the Board. Should the President resign or be unable to serve, the Vice President of the Club shall assume the office of President.

Section 6. All Board members, upon retiring from office, shall prepare a written or oral report for the Board. The retiring member shall also deliver all Club records and property to their successor.

## **ARTICLE 8**

### **Duties of Officers**

Section 1. **PRESIDENT:** The President shall be the chief administrative officer and administrator of the Club. The President shall:

1. Preside over all regular Club and Board meetings.
2. Appoint the chairpersons of all committees, with the approval of the Board.
3. Appoint a committee of two (2) to audit the books of the Treasurer on an annual basis, and at such time as there is a vacating of the position.
4. Schedule or direct the scheduling of facilities for Club use.
5. Negotiate Club-related agreements and contracts.
6. Work with the Board to insure adequate succession planning.

Section 2. **VICE-PRESIDENT:** The Vice President shall assist the President and shall, in the absence of the President, perform the duties of that office.

Section 3. SECRETARY: The Secretary shall record the minutes of all meetings of the Board and membership and shall be in charge of all records of the Club. The Secretary shall be responsible for correspondence as required by the Board. The Secretary shall make available any records required by SCOV.

Section 4. TREASURER: The Treasurer shall be the chief financial officer and shall be responsible for collecting the annual dues of the members, as well as other monies collected for Club functions. The Treasurer shall pay all bills owed by the Club and shall present a financial report at each meeting of the Board and at the annual meeting of the membership. Following the end of the fiscal year, December 31, the Treasurer shall present the Club financial report to SCOV by January 15.

## **ARTICLE 9**

### **Committees**

Section 1. Committees may be designated by the President, with the approval of the Board, to manage specific Club functions and activities, such as obtaining speakers, planning and conducting field trips, setting up meeting rooms, arranging star parties and special events.

Section 2. The President will appoint committee chairpersons, with the approval of the Board.

Section 3. Unless otherwise provided for in the Bylaws, members of each committee shall be appointed by the chairperson, with the approval of the Board.

Section 4. Each committee will present a report at regular Board meetings, at the discretion of the President.

## **ARTICLE 10**

### **Fiscal and Finance**

Section 1. The Club's fiscal year shall be January 1 through December 31.

Section 2. An annual audit of the Treasurer's books shall be conducted by a committee of two (2), appointed by the President. The audit will follow the end of the fiscal year and shall be reported to the Board and membership at the next regular meeting.

Section 3. Budget: The Treasurer may prepare an annual budget for approval by the Board, no later than the February meeting. The budget shall be revised as needed during the year with the approval of the Board. Membership approval shall not be required unless a change in the Club dues structure will be needed.

Section 4. The Treasurer and at least one other officer shall be authorized to sign checks.

Section 5. No member of the Club shall receive any compensation for services rendered. A Club member may be reimbursed for expenditures approved by the Board.

## **ARTICLE 11**

### **Meetings**

Section 1. Meetings may be held monthly from October through May, on dates and times that are appropriate for Club activities such as guest speakers and star parties. Special events during June, July, August and September are not precluded.

Section 2. The annual meeting of the membership shall be held in November.

Section 3. Special meetings may be called at any time by the President, or by any three (3) members of the Board, provided that notice of such meeting has been given by email and/or telephone at least five (5) days prior to such meeting.

Section 4. All meetings, unless otherwise designated, shall be held at SCOV facilities.

## **ARTICLE 12**

### **Parliamentary Authority**

Roberts Rules of Order shall be the authority on all questions of parliamentary procedure, unless in conflict with the Bylaws, SCOV, or with the laws of the State of Arizona.

## **ARTICLE 13**

### **Amendments**

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at a regular or special meeting of the Club, provided that written notice of each proposed amendment, or proposed new Bylaws have been posted on the Club website at least two weeks prior to the meeting.

Section 2. All proposed amendments to the Bylaws are subject to the final authority of SCOV.

## ARTICLE 14

### Dissolution

Section 1. In the event of the dissolution of the Club, all assets will be donated to SCOV. Dissolution is mandatory when membership drops below the required level of 25 paid members for craft clubs and 15 paid members for non-craft clubs.

Section 2. Dissolution will not be initiated until all outstanding debts are satisfied. The President may direct the use of any and all assets to satisfy outstanding debts, upon the approval of the membership. All members must be advised that they are liable for any debts incurred by the Club and that all debts must be satisfied in full prior to the Club's dissolution.

Section 3. If dissolution is contemplated, the membership must be notified at least two weeks in advance of the date of the meeting.

Adopted by the membership: \_\_\_\_\_ Date

Amended by the membership: \_\_\_\_\_ Date

#### **Signatures of Club representatives:**

\_\_\_\_\_

Club president (date)

\_\_\_\_\_

Club Secretary (date)

