

**BYLAWS**  
**OF THE**  
**VON BRAUN ASTRONOMICAL SOCIETY (OF HUNTSVILLE, INC.)**

*AMENDED this 16<sup>th</sup> day of October, 2020.*

**ARTICLE I**  
**OBJECTIVES**

**Section 1.** The Society shall be an educational, scientific, nonpolitical and nonprofit organization dedicated to the promotion of interest in the descriptive and technical phases of Astronomy and to encourage participation in observational, computational and applied phases of this and related sciences. In furtherance of these objectives, the Society will:

- Promote the science of astronomy.
- Foster observational and computational work and craftsmanship opportunities in the various fields of astronomy.
- Provide a medium for correlating amateur activities of the Society with professional research.
- Maintain observatory, planetarium, library and research facilities, for use by members and the public.
- Develop activities which are a benefit and credit to Society members and the public.

**Section 2.** The Board of Directors shall determine and enumerate a program of specific policies of the Society to carry forward currently important aspects of the above objectives.

**ARTICLE II**  
**MEMBERSHIP**

**Section 1.** Membership in the Society shall be open to all persons interested in Astronomy and in the objectives set forth in the Articles of Incorporation, the Constitution and in these By- Laws.

**Section 2.** Membership categories shall include Regular, Student, Family, Lifetime and Honorary.

- Regular membership: adults (18 years of age or older).
- Student membership: individuals not yet age 18 or a full-time student of a school, university or college.
- Family membership: a married couple with or without children in the household, a single parent and children in the household, or a person acting as *loco parentis* with a child(ren) in the household. Adult members of the household will be “Regular” members. Students in the household will be “Student” members.
- Lifetime membership: Regular membership conferred for life upon payment of a fee established as provided in Section 4 below.
- Honorary membership: conferred by the Board of Directors upon persons, organizations or business who have made substantial contributions to the Society in materials, funds, service or other contributions deemed worthy by the Board. Honorary members are not voting members of the Society unless they are also Regular, Student or Lifetime members.

**Section 3.** Any person desiring to become a member may complete a membership application and submit it to the Society together with payment of the established dues.

**Section 4.** Dues

- Changes in dues for Regular, Student, Family memberships and Members for Life will be proposed to the members by the Board of Directors. The members will be notified of any proposed change(s) in dues; the

members will vote on the proposal at the annual meeting; and, if approved by a majority of the members present at the annual meeting, the change(s) will become effective the month following the vote.

- Payment of dues shall be on a schedule established by the Board of Directors.

**Section 5.** Any person may withdraw from membership in the Society at any time by giving notice, verbally or in writing. Upon withdrawal, all outstanding financial obligations to the Society are due immediately.

**Section 6.** The membership of any person can be withdrawn by the Board of Directors, by a majority vote, for good cause. "Good cause" includes, but is not limited to nonpayment of dues. Before the withdrawal of membership, the member will be given written notice as follows:

- By the Membership Secretary, in the case of nonpayment of dues. The written notice will inform the member of the delinquency and will afford the member the opportunity to bring dues current within a specified time in order to remain in good standing as a member.
- By the President in all other cases. The written notice will inform the member of the "good cause" basis for the proposed withdrawal of membership, and will afford the member the opportunity to appear before the board at its next regularly scheduled meeting to defend his/her membership, before final action by the Board.

**Section 7.** No person, by virtue of joining or membership in the Society, shall become liable for any of the Society's debts or expenses beyond the amounts of dues for the Society as prescribed in the By-Laws.

### **ARTICLE III** **GOVERNANCE**

**Section 1.** The Society shall be governed by a Board of Directors.

**Section 2.** The Board of Directors shall consist of ten elected officers: President, Vice President, Director of Administration, Director of Facilities and Equipment, Director of Education and Programs, Director of Planning and Research, ~~Immediate~~ Past President, Secretary, Treasurer, and Student Director.

**Section 3.** The Board of Directors shall have the general power to administer the affairs of the Society, including but not limited to addressing issues that arise between Membership meetings of the Society, reviewing and ensuring an annual written budget is submitted to the Society membership not later than May, and establishing standing and/or special committees. It shall accept responsibility delegated by the Association and the State of Alabama.

- Meetings of the Board shall be held at least quarterly. Special meetings may be called at any time by the President or upon the written request of three (3) members of the Board of Directors or ten (10) members of the Society.
- The Board shall communicate board activities to the Society membership.
- A quorum shall be one-third of the members of the Board of Directors.

**Section 4.** Terms of office for officers:

- The President shall take office on July 1 and shall serve a two year term beginning in even-numbered years. No person shall hold the office of president for more than five consecutive years, but may serve any number of nonconsecutive terms. Upon completion of service as President, the President shall automatically become Past President and serve until replaced by the next outgoing president.
- ~~The President, the Vice President, and the Immediate Past President shall take office on July 1 and shall serve on a three year cycle. The Vice President shall be elected each year, shall then automatically become the President the following year, and shall then automatically serve as the Immediate Past President during the third year.~~
- The Student Director shall serve a one year term and shall take office on July 1.

- The other elected officers shall serve staggered two year terms and shall take office on July 1. The Director of Administration, Director of Planning and Research, and Secretary shall serve terms beginning in even-numbered years; and the Vice President, the Director of Facilities and Equipment, the Director of Education and Programs, and Treasurer shall serve terms beginning in odd-numbered years.

## **ARTICLE IV**

### **FINANCIAL ADMINISTRATION**

**Section 1.** The fiscal year shall correspond with that of the Society and shall begin on July 1.

**Section 2.** Society dues: See ARTICLE II, Section 4.

**Section 3.** The annual budget shall be adopted by the Board of Directors prior to the presentation of the budget at the May general membership meeting.

**Section 4.** The Society shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. An audit shall be conducted annually.

**Section 5.** Funds will only be expended for budget items or for items approved by the Board of Directors, as verified by the President. The Board of Directors may authorize the expenditure of funds each month, up to a specified amount, by the President or by specified Directors or committee chairpersons to meet pressing requirements that will not wait until the next board meeting.

**Section 6.** All expenditures will be by Society check or credit card.

- Society checks will require the signatures of two members of the Board of Directors except that the Board of Directors may authorize a single Board member to sign checks for small dollar amounts up to a maximum dollar amount established, from time to time, by the Board of Directors.
- The Board of Directors will determine which of its members are authorized to sign checks or use Society credit cards, but there will be at least three so authorized.
- The Board of Directors will establish controls on the use of Society credit cards to ensure that they are used only for authorized purposes.

**Section 7.** The Board of Directors shall have the authority by two-thirds majority vote (all Board members voting, vote by telecommunication permitted) to commit the Society to contractual obligations.

## **ARTICLE V**

### **SELECTION OF OFFICERS**

**Section 1.** Elected Officers of the Society shall be selected in the following manner

- The Board of Directors shall appoint a Nominating Committee.
- The Nominating Committee shall prepare a list of nominees to be presented at a meeting of the Society two months prior to the election, or in writing to each member at least six weeks before the election. Nominations may be made from the floor at the membership meeting one month before the election provided written consent of the nominee has been obtained. Nominations from the floor must be seconded.
- Voting, which is held at the annual meeting, shall be by ballot. The ballot shall contain the name(s) of each candidate including those nominated by the Nominating Committee, and those nominated from the floor at the membership meeting immediately preceding the election. A majority of the votes cast shall be necessary for election. When there is but one nominee for office, the vote may be taken by voice vote.

- The following are eligible to vote: Regular Members, each adult (age 18 or over) Student Member, each adult (age 18 or over) household member of a Family Membership, and each Lifetime Member.
- Members may vote in person at the annual meeting or may submit a written ballot by mail. Written ballots may be obtained in advance from the Secretary, and are to be completed and mailed to the Society in an envelope containing the members name. To protect the member's privacy and enable a secret ballot, the member may place his vote in a sealed unmarked inner envelope. Mail-in ballots that are not received before the annual meeting will not be counted.

**Section 2.** All officers shall take office on July 1; however, all sitting officers shall serve until their successors are elected or appointed and assume office.

**Section 3.** A vacancy of office, excluding the President, shall be filled for the unexpired term by the Board of Directors from nominees presented to the Board by the Nominating Committee. A vacancy in the office of President shall be filled by the Vice President. If the Vice President is unavailable or cannot serve, then the office of President shall be filled by the Director of Administration; however, if the Director of Administration is unable or unwilling to serve as President, then the office of President shall be filled by the Director of Facilities and Equipment, or (if necessary) by the Director of Education and Programs or Director of Planning and Research, in that order.

**Section 4.** An Officer of the Society may be removed from his/her duties as an Officer of the Society by a two-thirds vote of the remaining members of the Board of Directors for dereliction of duty. The Officer must first be notified in writing by the President, Vice President or by one of the directors of the alleged dereliction of duty and must be afforded the opportunity to appear before the remainder of the Board to defend his/her membership on the Board, before the vote is taken.

**Section 5.** To the extent possible, the President will appoint, with approval of the board, deputies to assist each officer or committee chairperson. This will be done to improve management of the Society, expand membership participation in the management of the Society, and provide the opportunity to train members to serve as officers and chairpersons. Deputies will participate in all meetings attended by the principal, and will serve as the principal in the absence of the principal. Deputies who serve on committees will have one vote in the committee whether or not the principal is present. Deputies to members of the board may not vote in board actions in the absence of the principal.

## **ARTICLE VI**

### **DUTIES OF OFFICERS**

**Section 1.** Officers shall perform the duties prescribed by the Articles of Incorporation, the Constitution, these Bylaws and the current edition of *Roberts Rules of Order, Newly Revised*.

**Section 2.** No salaried or otherwise paid employee of the society may be a member of the board of directors, with the exception of the student director. No board member may vote on any issue in which he or she has a material financial interest in a transaction to which the Society is a party.

**Section 3.** The **President** shall be the official spokesperson and representative for the Society and shall

- Preside at all meetings of the Society and the Board of Directors.
- Appoint, with the approval of the Board of Directors, individuals to all non-elected positions authorized by the Constitution and Bylaws, or otherwise required as determined by the Board of Directors.
- Serve as an *ex-officio* member of all committees except the Nominating Committee.
- Call special meetings of the Society in accordance with the Bylaws.
- Assume the position of "Registered Agent" for the corporation, and notify the Madison County Judge of Probate of this fact.
- Submit such other reports and forms as may be required by the State of Alabama.

**Section 4.** The **Vice President** shall perform such duties as the President and Board of Directors shall direct and shall

- Serve as chair of the Program Committee.
- Coordinate programs for all regular meetings and the annual meeting.

**Section 5:** The **Director of Administration** shall perform such duties as the President and the Board of Directors shall direct and shall

- Have responsibility for membership functions, maintenance of web sites, maintenance of the Society Library, and publication of a newsletter.
- Identify to the President for nomination to the Board of Directors a Membership Secretary, a Web Site Manager, a Newsletter Editor, and a Librarian.
- Serve as Chairperson of the Finance Committee.
- Ensure that membership functions are carried out including the processing of membership applications and the maintenance of current rosters of members, particularly those eligible to vote in Society elections.
- Ensure the up-to-date maintenance of the Society Web Site.
- Ensure the regular publication of the Society's Newsletter.

**Section 6.** The **Director of Facilities and Equipment** shall perform such duties as the President and the Board of Directors shall direct and shall

- Have responsibility for the facilities, observatory(s), and equipment and for the maintenance thereof owned or operated by the Society.
- Identify to the President for nomination to the Board of Directors Chairpersons and members of the Observatory Committee, and the Facilities Committee.
- Serve on the Planetarium Committee, the Observatory Committee, Facility Committee, and the Finance Committee.

**Section 7.** The **Director of Planning and Research** shall perform such duties as the President and the Board of Directors shall direct and shall

- Have responsibility for community relations, government relations, long range planning, astronomical research, and grant writing and submission.
- Ensure Society advocacy for Dark Skies initiatives, such as city ordinances limiting light pollution in our area.
- Identify to the President Committees (Standing and/or ad hoc) required to accomplish his/her responsibilities.
- Identify to the President for nomination to the Board of Directors, Chairpersons and members of these committees
- Serve on each of these committees.

**Section 8.** The **Director of Education and Programs** shall perform such duties as the President and the Board of Directors shall direct and shall

- Have responsibility for education and public programs of the Society, including education of members and education of the public on matters related to the mission of the Society.
- Have responsibility for planetarium programs and operations.
- Have responsibility for outreach programs of the Society.
- Identify to the President for nomination to the Board of Directors Chairpersons and members of the Planetarium committees.

- Identify to the President Committees (Standing and/or ad hoc) required to accomplish his/her responsibilities.
- Identify to the President for nomination to the Board of Directors, Chairpersons and members of these committees
- Serve on each of these committees.

**Section 9.** The **Immediate Past President** shall perform such duties as the President and Board of Directors shall direct, shall advise the President and other Board members, and shall

- Coordinate fundraising activities.

**Section 10.** The **Secretary** shall perform such duties as the President and Board of Directors shall direct, and shall

- Record and keep in custody minutes of all business meetings i.e., meetings of the Board, the Society (Membership).
- Have available, for reference at all meetings, a copy of the Articles of Incorporation, the Constitution, the Bylaws, a list of officers and all others appointed to serve on committees or special functions.

**Section 11.** The **Treasurer** shall perform such duties as the President and Board of Directors shall direct, and shall

- Be responsible for collecting, distributing, and accounting for the funds of the Society.
- Pay all bills provided for by the budget or authorized by the Board of Directors as verified by the President.
- Keep an accurate set of books and present them for annual audit.
- Arrange for an annual audit of the financial records, with the audit report to be available at the Annual Meeting of the Society.
- Be a member of the Finance committee.

**Section 12.** The **Student Director** shall perform such duties as the President and the Board of Directors shall direct, and shall, in coordination with the Director of Planning and Research

- Maintain liaison between the Society and students and teachers in the Huntsville/Madison County area.
- Promote interest in Astronomy and the Society to students and teachers in the Huntsville/Madison County area.
- Advise the Board on actions the Society can take to promote student interest in the science of Astronomy.

## **ARTICLE VII**

### **COMMITTEES AND RESPONSIBILITIES OF COMMITTEES**

**Section 1.** Standing Committees of the Society shall be **Bylaws, Finance, Nominating, Planetarium, Observatory, Facilities** and **Programs**.

**Section 2.** Additional Standing and special (ad hoc) committees may be established by the Board of Directors.

**Section 3.** The Chairs of all committees, except the Nominating Committee and those provided for by election, shall be appointed by the President with approval of the Board of Directors. Chairs shall select the members of their committees in consultation with the president.

**Section 4.** The **Bylaws Committee** shall

- Review Bylaws and prepare copies of proposed revisions.
- Ensure proposed revisions are presented: 1) to the Board of Directors for approval two months prior to the annual meeting, and 2) to the Society Members at the meeting before

the annual meeting.

**Section 5. The Finance Committee** shall

- Develop an annual budget.
- Present the budget to the Board of Directors at its last meeting before the annual meeting, and to the members at the annual meeting.

**Section 6. The Nominating Committee** shall

- Be a committee of five or more members with no more than two current elected officers. The Board of Directors, at a board meeting four months before the annual meeting, shall select the two board members. The Society, at a members meeting four months before the annual meeting, shall select three or more members.
- Prepare a list of nominees for office to be presented at the Society meeting two months prior to the annual meeting, or in writing to each member at least two weeks before the annual meeting.
- Prepare a list of nominees for consideration by the Board to fill vacancies on the Board that may occur from time to time between elections.

**Section 7. The Planetarium Committee** shall perform such duties as the President and the Board of Directors shall direct, and shall

- Arrange the schedule for shows.
- Arrange for Planetarium speakers.
- Arrange for publicity for the shows.
- Schedule the use of the Planetarium building.
- Train and certify Planetarium projector operators.

**Section 8. The Observatory Committee** shall perform such duties as the President and Board of Directors shall direct, and shall

- Oversee the operation of the Observatories.
- Oversee modification, additions to, maintenance, and overall technical responsibility for the Observatories and society telescopes and observing equipment.
- Schedule the use of the telescopes.
- Train and certify qualified observers and telescope operators.

**Section 9. The Facilities Committee** shall perform such duties as the President and Board of Directors shall direct, and shall

- Be responsible for all repairs, modifications, additions and maintenance of Society property and equipment, excluding observational equipment.
- Supervise and have overall responsibility for the cataloging, inventorying and accounting for all Society equipment.

**Section 10. The Program Committee** shall

- Be chaired by the Vice President, and meet at his/her call.
- Develop a series of programs to be presented at each of the Society's membership meetings.

**ARTICLE VIII**  
**STANDING RULES**

Officers and Committee Chairpersons will develop **Standing Rules**, to the extent necessary, to facilitate task accomplishment and to inform members and subsequent Officers and Chairpersons. Standing Rules will be submitted to the Board for approval.

**ARTICLE IX**  
**MEMBERSHIP MEETINGS**

**Section 1.** Regular meetings of the Society will be held every month. The schedule of meetings will be announced in the Society's newsletter and posted on the Society's web site.

**Section 2.** The May monthly meeting of the Society is the annual meeting held for the purpose of electing members of Board of Directors and Officers of the Society for the following year to fill vacancies.

**Section 3.** Additional special meetings may be called by the Board of Directors, and members will be notified via Society's newsletter and the Society's web site.

**Section 4.** The members present at any regularly scheduled meeting will constitute a quorum for the purpose of doing business and holding elections. The members present at any special called meeting, where prior written notice of the date, time, place and purpose of the meeting was provided to the members, shall constitute a quorum for the purpose of dealing with the business for which the meeting was called.

**ARTICLE X**  
**CORPORATE OBLIGATIONS**

**Section 1.** All obligations incurred by the Society shall be solely corporate obligations and no personal liability whatsoever shall attach to, or be incurred by any member, officer, or director of the society by reason of any such corporate obligation. The directors of the corporation shall not, as such, be liable for obligations of the corporation.

**Section 2.** Each director or officer, or former director or officer, shall be indemnified by the corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of his/ her being or having been a director or officer of the corporation, except in relation to matters as to which he/she shall be adjudged responsible for willful or wanton misconduct or fraud, or gross negligence.

**ARTICLE XI**  
**AMENDMENTS**

**Section 1.** Amendments to the By-Laws may be proposed by a majority of the Board of Directors or upon petition addressed to the President and signed by not less than ten members of the Society.

**Section 2.** Proposed Amendments to the Bylaws will be provided to all members in the Society's newsletter and by posting them on the Society's web site. Written notice will be sent by U.S. Mail to each of those Society members who lack access to the internet and/or email. Accompanying the proposed Amendment(s) will be a notice that the Amendment(s) will be voted on by the Society's members at the first Membership Meeting that follows at least 30- days after the mailing of notice of the proposed Amendment(s).

**Section 3.** Proposed Amendments to the Bylaws will be adopted if approved by a more than fifty percent of the votes of members present at the Members meeting held per the notice.



## **ARTICLE XII**

### **DISSOLUTION**

**Section 1.** To initiate dissolution of the Society, the Board of Directors shall:

- Adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of the Society.
- Schedule a meeting of the membership to consider the resolution. Provide written notice to each member of the Society, announcing the meeting and stating that a purpose of the meeting is to consider dissolution of the Society.
- A resolution to dissolve the Society shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at the meeting.

**Section 2.** Notice of the intent to dissolve shall be filed with the Madison County Probate Judge. Upon filing the notice, the Society will cease to conduct its affairs except insofar as may be necessary for the completion thereof, and shall proceed to collect its assets and apply them as provided for by Alabama law.

**Section 3.** The assets of the Society shall be applied and distributed as follows:

- Assets will be liquidated as necessary in order to pay all obligations of the Society;
- Borrowed assets will be returned to the lender(s);
- All remaining assets shall be transferred or conveyed to one or more not-for-profit organizations.

## **ARTICLE XIII**

### **TRANSITION TO NEW BYLAWS**

**Section 1.** These Bylaws are to be approved in the manner provided by the Current Constitution and Bylaws.

**Section 2.** The provision of these Bylaws become effective upon adoption by the Society, except that all officers under the old Bylaws will remain in their positions with their full responsibility until new elections are held and new officers are installed.