

BYLAWS

TACOMA ASTRONOMICAL SOCIETY

Original – January 2000; Revised – April 2004

PREAMBLE

The purpose of these bylaws is to define the procedures by which the Tacoma Astronomical Society, Inc., a non-profit corporation chartered in the State of Washington, can best fulfill the obligations in the Articles of Incorporation, as recorded under Pierce County Auditor's Fee No. 1148217.

All elements of these bylaws and subsidiary procedures and rules are to be interpreted in terms implicit in the Articles of Incorporation.

Article 1: Management

- A. The management of the Tacoma Astronomical Society, Inc., is vested in a Board of Trustees as per Article 6 in the Articles of Incorporation.

Article 2: Membership and Dues

- A. Membership in the Tacoma Astronomical Society, Inc., shall be open to all individuals and families interested in fulfilling the purposes of the organization who pay dues and whose application is approved by a majority of the voting members of the Board of Trustees present at the meeting following the submission of their application for membership.
- B. Dues shall be established by the Tacoma Astronomical Society, Inc.,
- C. Dues must be paid up in order for a member to vote, hold office, receive a copy of the newsletter, borrow club equipment, or to be eligible to receive any of the other benefits that a club membership entitles one to.
- D. Family memberships are defined as the primary contact and spouse, or domestic partner, with or without children / dependents sharing the same regular and permanent residence.
- E. Student members are those under 18 years of age.
- F. Senior members are those 65 years or older.

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- G. Non-local members are those who reside 75 or more miles away from Tacoma and hence are not expected to attend meetings or play an active role in the organization. Nevertheless, they want to be members of the Tacoma Astronomical Society, Inc., and be on the club's newsletter mailing list.

Article 3: Corporate Officer Positions and Their Duties

- A. The President shall preside over the meetings of the Tacoma Astronomical Society, Inc., the Board of Trustees meetings and establishes such committees as he/she judges advisable, coordinates the operations, and coordinates with such outside agencies as necessary and proper. The President shall be an ex-officio member of all committees.
- B. The Vice-President shall assist the President in the discharge of his responsibilities and is charged with the directions of the Tacoma Astronomical Society, Inc., in the absence of the President. The President may, at his/her discretion, delegate certain of his/her responsibilities to the Vice-President.
- C. The Secretary shall record the minutes of all meetings of the Tacoma Astronomical Society, Inc., including those of its Board of Trustees. The Secretary shall take and record a roll call at each meeting of the Board of Trustees. The Secretary shall supervise the distribution and counting of ballots at election time. The Secretary is also responsible for seeing to it that the club elections are held in accordance with Article 4, Section D, and Article 6, Sections F and H of these bylaws.
- D. The Treasurer shall be charged with the responsibility of holding the funds of the Tacoma Astronomical Society, Inc., in an independent account and in any subsidiary accounts as may be established by the Board of Trustees and to keep account and records of all funds and assets received and all monies spent. The Treasurer shall also:
 - a. Receive monies and pay all bills approved by the Board of Trustees.
 - b. Maintain a record of all paid up members and collect dues;
 - c. Present a current financial report to the Board of Trustees or at a General Membership meeting if asked by any member;
 - d. Present an annual financial report at either the January or February meeting of the Board of Trustees;
 - e. Be bondable.

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Article 4: Election of Corporate Officers

- A.** Elected Officers of the Corporation shall be at least 18 years old and a current member of the Board of Trustees at the time of their election. To be eligible to hold office of President or Treasurer, the person must already served at least one year as a Board of Trustees member. All corporate officers can be reelected to their positions, but the persons filling the offices of President and Treasurer will be limited to two consecutive one year terms.
- B.** The President, Vice-President, Secretary and Treasurer shall, in accordance with the Articles of Incorporation, be elected from the membership of the Board of Trustees by the Board of Trustees. Their term of office shall be one year and expire at the end of the calendar year. Because the new incoming Treasurer will require training in the duties of the office, the outgoing Treasurer shall perform such training during the three (3) months following the expiration of his/her office. If the outgoing Treasurer's term on the Board of Trustees is expiring concurrently with the expiration of his office as Treasurer, he shall remain a Member-At-Large of the Board of Trustees, without voting rights, for the three (3) months following the date of the expiration of his/her office as Treasurer in order to effect the transition.
- C.** By no later than the December Annual Meeting of the Tacoma Astronomical Society, Inc., each member shall present their recommendations to the Board of Trustees for President, Vice-President, Secretary and Treasurer, by use of a Preferential Ballot (see Article 6, Section H).
- D.** At the December meeting of the Board of Trustees the Board shall elect the President, Vice-President, Secretary and Treasurer who will serve for the following year. Before the Board votes on new officers, the Secretary will announce the results of the general membership's Preferential Ballot.

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Article 5: General Membership Meetings

- A. General meetings of the Tacoma Astronomical Society, Inc., shall be held at least once each month. However, any General meeting may be cancelled by a vote of two-thirds of the members attending any other General meeting.
- B. Special General Membership meetings of the Tacoma Astronomical Society, Inc., may be called by five members in good standing who file a petition with the Secretary giving the subject, time and place of the meeting;
 - a. The Secretary will then mail notices of the call to Special meeting giving the subject, time and place to all members.
 - b. Members must receive notice of the Special meeting not less than five (5) days prior to the date selected for the meeting.
 - c. The subject covered in a Special meeting shall be restricted to the subject described in the petition.
- C. The quorum for the General and Special meetings of the Tacoma Astronomical Society, Inc., will be five (5) in number or 25 percent of the membership whichever is greater.
- D. In addition to the regular General Membership meetings, each December the Tacoma Astronomical Society, Inc., shall hold an Annual Meeting. This meeting will be held on the same date and at the same location where the Board of Trustees holds its December Board meeting. This meeting may also be held on the same date as the club's Annual Christmas Party.

Article 6: Board of Trustees

- A. The Board of Trustees shall consist of twelve persons each of whom is to serve a term of three years. The term of four members shall expire each year.
- B. The Board of Trustees shall meet monthly to deal with the current business of the Tacoma Astronomical Society, Inc. If a majority of the Board of Trustees concurs, the Board at its option may cancel up to three meetings per year. With the exception of Special meetings the Board may occasionally call to discuss sensitive business matters, all members of the Tacoma Astronomical Society, Inc., are invited to attend the monthly Board meetings. Special meetings of the Board of Trustees may be called by the President or by three Trustees who shall notify the other Trustees of the purpose, time and place of the Special meeting not less than two days before said meeting. Only Board members may vote at Special Board meetings. Attendance at Special Board meetings will normally be limited

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- to Board members. When there is a specific need for other club members to attend a Special Board meeting, the President (or the other three trustees who called the meeting) will notify other club members and ask them to attend.
- C.** A quorum of the Board of Trustees shall be five (5) members.

 - D.** A Trustee missing three consecutive regular meetings of the Board of Trustees shall forfeit his/her position. The Board shall have the right to waive this provision if;
 - a. There was special circumstances which prevented the Trustee from attending meetings;
 - b. The Trustee expresses a desire to remain on the Board and expects to be able to start attending Board meetings again in the near future;
 - c. A majority of the Board deems it to be in the club's best interests to keep that Trustee on the Board rather than appoint another person to fill that position until the next election.

 - E.** Should any position on the Board of Trustees become vacant, the Board of Trustees shall appoint an interim Trustee who shall fill the vacancy until the next annual elections are held, at which time the membership shall elect a Trustee to complete the term of the position vacated.

 - F.** Election of members of the Board of Trustees of the Tacoma Astronomical Society, Inc., shall be held at the General November meeting each year. Nominating and voting shall be restricted to members in good standing. Trustees shall assume office immediately upon election.

 - G.** Only adult members may be elected to the Board of Trustees.

 - H.** Nominations for the open Board positions may be made at both the October and November General Membership meetings. Nominations will then close at the November General Membership meeting and the elections will be held at that time. It is the duty of the Secretary to insure a list of the Board members who are eligible to hold the four corporate officer positions will be sent to all members by no later than the end of November. Each member is to use this list in marking the Preferential Ballot as per Article 4, Section C of these bylaws.

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Article 7: Appointed Club Officer Positions and Their Duties.

- A. All appointments are for a period of one year unless otherwise specified.
- B. At the December meeting of the Board of Trustees, following the election of the Corporation officers by the Board of Trustees, the new President in conjunction with the Board shall appoint the following;
 - a. Program Coordinator;
 - b. Observing Coordinator;
 - c. Observatory Director;
 - d. Newsletter Editor;
 - e. General Information Coordinator;
 - f. Student Advisor;
 - g. Historian.
- C. With the exception of occasional Special Board meetings which the Board may call, appointed club officers will have both a voice and a vote at the Board meetings.
- D. As the needs of the organization change, the Board of Trustees may either create newly appointed officer positions or phase out current ones that are no longer needed.
- E. The Program Coordinator shall prepare programs for General meetings of the Tacoma Astronomical Society, Inc.
- F. The Observing Coordinator shall organize club star parties, administer the Messier Certificate program, be responsible for keeping star party related information up to date on the TAS Activities Hotline.
- G. The Observatory Director heads and organizes the Observatory Committee whose duties include;
 - a. To establish dates for Observatory public nights and to select program subjects;
 - b. To arrange for preparations and/or acquisition of Observatory programs;
 - c. To recruit and manage club members who volunteer to help on Observatory public nights.

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- H.** The Newsletter Editor is responsible for publishing and editing the club's newsletter. The newsletter editor shall follow the publishing guidelines stipulated by the Board of Trustees.
- I.** The General Information Coordinator is the contact person for all members of the club. The General Information Coordinator will either answer or solve a member's club-related question or problem or will direct that member to a person who can. The General Information Officer is also responsible for seeing to it that all new members receive name tags and Tacoma Astronomical Society Membership Information Handbook. After the Board of Trustees holds its December meeting to elect the Corporate Officers, the General Information Coordinator will see to it that the Membership Information Handbook gets updated at least once a year to reflect any changes in personnel or procedures. The General Information Officer will also make sure that copies of any updates to the Handbook are made available to all club members who request them.
- J.** The Student Advisor will encourage Student members to develop activities of interest to them and see to it that they have a place to meet. The Student Advisor shall also attend Student member meetings to both advise and help facilitate plans made by student members. The Advisor will also coordinate Student activities with those of the general membership.
- K.** The Historian shall collect items of newsworthy events of astronomical or related events that may be of interest to current or future members of the Tacoma Astronomical Society, Inc., and preserve them for future use of the Tacoma Astronomical Society, Inc.

Article 8: Student Representative

- A.** The Student Representative shall bring any concerns of the Student members of the Tacoma Astronomical Society, Inc., to the Student Advisor and the Board of Trustees and report back to them any actions or information concerning them.
- B.** The Student Representative shall have a voice and vote at the regular monthly Board of Trustees meetings.
- C.** The Student Representative shall be elected for a term of one year by the Student members present and voting at the November Student meeting.

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Article 9: Disbursement of Funds

- A. No disbursement of Corporation funds, or funds of its subsidiaries, shall be made unless approved and/or budgeted by the Board of Trustees.
- B. Disbursements shall only be made with standard Corporation check signed by the Treasurer or the President if the Treasurer is not available.
- C. To facilitate accounting, the Board of Trustees may establish specific procedures to be followed including the use of standard purchase orders.
- D. The Treasurer shall notify, in writing, any bank or institution holding funds of the Corporation or any of its subsidiaries as to the names of the current Treasurer and President and the policy of the Corporation regarding disbursement of funds.

Article 10: Parliamentary Authority

- A. The Tacoma Astronomical Society, Inc., shall employ as a guide, Robert's Rules of Order, revised, at all meetings; shall be kept by the Secretary and made available to the membership along with these bylaws.

Article 11: Bylaws and Amendments

- A. These bylaws shall supercede all previous bylaws
- B. Proposed amendments to these bylaws may be made by a two-thirds vote of the Board of Trustees present at any regular or Special meeting.
- C. Amendments to these bylaws require a two-thirds vote of those present and voting at the next General meeting of the Tacoma Astronomical Society, Inc., after the amendment is proposed.

END OF BYLAWS