

# **BYLAWS OF THE RIVER BEND ASTRONOMY CLUB**

## **ARTICLE I. Definitions**

Name. The “Organization” will mean: River Bend Astronomy Club, its successors and assigns. In these bylaws the acronym “RBAC” will refer to the River Bend Astronomy Club. The Board of Directors may designate other names for specific activities and programs as it deems appropriate.

Board. The “Board” will mean the Board of Directors of the Organization. Members of the Board of Directors will constitute the leadership of the Organization.

Paid Members: Any individual with a bonafide interest in astronomy may become a member of the organization based on the criteria set forth in Article III. Membership.

Honorary Members: The title Honorary Member of the River Bend Astronomy Club may be bestowed upon any person who has made a significant, sustained, or outstanding contribution to the Organization or the science of astronomy. It is granted only upon unanimous approval of the Board.

Ex Officio Members: The immediate Past President who is still in good standing will be an ex officio member for as many terms as the current President is in elected office. In the event that the immediate Past President is unavailable or unable to fulfill this Board position, the next most recent Past President will fill a position on the Board. The Ex Officio Member is asked to vote on Board decisions in case of a tie, when a quorum cannot be reached, or when a Board member must abstain from the vote when their vote constitutes a conflict of interest.

## **ARTICLE II. Purposes, Objectives, and Governing Instruments**

Charitable, Educational, and Scientific Purposes and Powers. The purposes of the organization are exclusively educational and scientific, promoting amateur astronomy and STEM. In furtherance of such purposes, the organization will have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in these Bylaws. The specific purposes of the organization are to serve amateur astronomers of the American Bottom, the Mississippi River Bluffs and beyond, fostering observation, education, and a spirit of camaraderie through regular meetings, observation sessions, and community outreach.

Governing Instruments. The organization will be governed by its Bylaws.

Nondiscrimination Policy. The organization will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Limitations on Activities. No part of the activities of the organization will consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor will the organization operate a social club or carry on business with the general

public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws.

#### Conflicts of Interest.

A conflict of interest may arise when a voting member may benefit personally from a vote on a transaction conducted by the Organization. Voting members with an ownership or investment interest in any entity with which the Organization has a transaction or arrangement, should abstain from voting on such transactions.

### **ARTICLE III. Membership**

#### Membership and dues.

1. The members will include Adult (non-student age 18+) and Student (ages 12 to 24) categories.
2. Any person who is of high moral and ethical character with an interest in the science of astronomy will gain membership in RBAC after an initial background check and on payment and maintenance of dues, without regard to race, color, national origin, sex, age, religion, handicap or disability. Beginners through professionals are welcome.
3. Annual membership dues will be set as recommended by the Board and approved by the membership. Each membership entitles one vote in club activities and elections. Members of legal age may run for office.
4. Membership dues for the current calendar year (January 1st to December 31st) will be paid by March 15 unless extended with permission by the Board. Delinquent dues not received by the due date will result in loss of membership privileges. Anyone with delinquent dues as of December 31 will not be allowed to vote at any club meeting. New membership dues received during the year will be prorated as determined by the Board.
5. Expulsions of Members: Any member may be removed for cause including, but not limited to, the following reasons: non-payment of dues, willful misuse of club property, negligence of club bylaws, willful disregard for her/his own safety or the safety of others while on organization sponsored activities, or conduct unbecoming of a member of the RBAC. A resolution to dismiss a member must be passed by a two-thirds majority vote of a quorum of the Board of Directors. The club member involved will be given at least a 10-day notice of such action and will be offered a meeting to appeal to the Board of Directors.

### **ARTICLE IV. Board of Directors**

Composition of the Board of Directors. The number of Board members will be at least 3 and no more than 4. Directors will be 18 or older.

Powers and Duties. Subject to the provisions of law, of these bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board will have the control and management of the affairs and operations of the Organization and will exercise all the powers that may be exercised by the Organization.

Elections. The election of Officers will take place during the November meeting using standard rules for conducting the election including asking for nominations from the assembled membership. Officers will be elected by a simple majority vote of members present or members who have sent in a handwritten proxy vote or via email.

Terms. The term of office is one year. If no candidates are presented, officers may be retained by acclamation. If a vacancy occurs in an elected office, the unexpired term of such officer will be filled by a person selected by a majority vote of the Board.

Board Meetings. Meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Notice of Meetings. Board members will receive notice of scheduled meetings. This notice may be given in writing, in person, by telephone, or by any other reasonable method.

Quorum. A quorum will be two-thirds of the directors then sitting.

At any meeting of the Board, a majority of the Directors then in office will be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum will be present.

The Ex Officio Member is asked to vote on Board decisions in case of a tie, when a quorum cannot be reached, or when a Board member must abstain from the vote when their vote constitutes a conflict of interest.

Voting. At all meetings of the Board, each Director will have one vote. In the event that there is a tie in any vote, the President will have an additional vote to be the tie-breaker.

Informal Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the organization, the action will be as valid as though it had been authorized at a meeting of the board.

Resignation. Any officer may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, will not be necessary to make the resignation effective.

Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy will hold office for the unexpired term of his or her predecessor.

Participation by Telephone. Any single or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear

each other at the same time. Participation by such means will constitute presence in person at a meeting. A member participating by telephone may count toward a quorum.

Compensation of Board Members. No member of the Board of Directors will receive any salary or compensation for their services as a director. No member will receive any service or benefit not provided to the general public. Members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the organization. Members will be entitled to receive reasonable fees for goods or services rendered to the organization in capacities other than as members of the board.

## **ARTICLE V. Officers**

Election and Qualifications; Term of Office. The Officers of the Organization will be a President, a Secretary, a Treasurer, and a Vice-President. The Officers will be elected by the membership at the November meeting. Each Officer will hold office for a term of one year. The same person may not hold more than one elected office. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers will serve for such period as the Board may designate.

Powers and Duties of the President. The President will be the Chief Executive Officer of the Organization. The President will from time to time make such reports of the affairs and operations of the Organization as the Board may direct and will preside at all meetings of the Board. The President will appoint members to standing and ad hoc committees. The President will have such other powers and will perform such other duties as may occasionally be assigned to the President by the Board.

Powers and Duties of the Vice-President. The Vice-President will carry out the duties of the president when the president is absent or incapacitated; will have the same power and duties as the president when acting in that capacity, and will perform whatever duties the Board may occasionally assign.

Powers and Duties of the Secretary. The Secretary will keep records, documents, and papers as the Board of Directors may determine; will keep a true and complete record of the meetings of the Board of Directors; will give notice of all meetings of the directors or members; Organization keep a record containing the names of all persons who are members of the Organization, showing their places of residence, the names of persons entitled to participate in organization affairs. Such records shall be open for inspection as provided by law. The Secretary will perform all the duties of the office of Secretary subject to the control of the Board of Directors and will perform other duties as requested by the Board of Directors.

Powers and Duties of the Treasurer. The Treasurer will be the custodian of all funds and securities of the Organization. Whenever so directed by the Board, the Treasurer will render a statement of the cash and other accounts of the Organization, and the Treasurer will cause to be entered regularly in the books and records of the Organization to be kept for such purpose full and accurate accounts of the Organization's receipts and disbursements. The Treasurer will at all reasonable times exhibit the books and accounts to any Director upon request. The Treasurer will

have such other powers and will perform such other duties as may occasionally be assigned to the Treasurer by the Board.

Newsletter Editor. The Newsletter Editor will construct, compile, and distribute a regular newsletter which contains news of Club activities, club contact information, articles of astronomical interest, etc., and which will be made available to all regular members. The name of this newsletter is Current Astronomy.

Webmaster. The Webmaster will develop and maintain the club's website as an active tool of current information for use by the general public and members. The name of this website is riverbendastro.org.

Outreach Coordinator. The Outreach Coordinator fields all requests for outreach events from public and private organizations. He/she plans annual club events as well as special events. Coordinator drafts the annual meeting calendar and presents it to membership for approval. Coordinator schedules outreach events and notifies membership of both outreach events and regular meetings through email. He/she tracks member RSVPs for events and provides input for annual awards. Coordinator provides input to Secretary for publicity of upcoming public events.

Astronomical League Coordinator (AlCor). The AlCor serves as the Club's contact with the Astronomical League, sends roster updates to the League quarterly, and represents the Club to the Astronomical League Regional Council.

Delegation. In case of the absence of any Officer of the Organization, or for any other reason that the Board may deem sufficient, the Board may at any time delegate all or any part of the powers or duties of any Officer to any other Officers.

## **ARTICLE VI. Membership Meetings**

Meetings. Meetings will refer to regularly scheduled club meetings each month at a date and location designated by the membership.

Frequency: Membership meetings will be scheduled monthly or as designated appropriate by the Board of Directors. Cancellation due to weather, illness, or unforeseen circumstances will be done with sufficient notice to members via email.

Format: Meetings will primarily be in person, however virtual meetings via videoconference may be used in case of weather, illness, or unforeseen circumstances. Contact information will be sent to members via email.

## **ARTICLE VII. Finances**

Fiscal Year. The Board will establish the Organization's fiscal year.

Checking Account. At all times, a minimum of two (2) Board members will be listed on the Signature Card on file at the financial institution holding the Organization funds.

Loans to Members and Officers. No loans will be made by the Organization to its members or officers.

Audit. The Board may request a formal audit of the financial records held by the treasurer.

Indemnification and Insurance. Insurance will be obtained for special events as needed.

Seal. The Organization will not use a common seal. The signature of one of the organization board members or an authorized person will be legal and binding.

Property. The Club may accept or give donations for worthwhile projects or programs as determined by the Board of Directors. The Club may acquire equipment and property so it can fulfill its purpose.

## **ARTICLE VIII. Record Retention**

Minutes and Actions. The Club will keep as permanent records minutes of all meetings of its Members, of its Board of Directors. Such minutes and records will be made available to all members.

Financial Records. The Organization will maintain appropriate accounting records. The Organization will maintain a record of its Members, in a form that permits preparation of a list of the names and addresses of all Members, by class, showing that each Member is entitled to one (1) vote.

Legal Documents. The Organization will keep a copy of the Bylaws and all amendments to them, the minutes and records, and a list of the names and business addresses of the current Officers.

Storage: Any of the books, minutes and records of the Organization may be in written form or stored in an electronic or other medium that is retrievable in perceivable form.

Inspection: Each Board member has the right to inspect the books and records when reasonably related to the performance of said Board member's duties to the Club.

## **ARTICLE IX. Dissolution**

The Organization may be dissolved only upon majority vote of its members, adoption of a plan of dissolution, and distribution of assets by the Board that is consistent with the goals of the Organization and with State law.

#### **ARTICLE X. Amendments of the Bylaws**

Amendments to the Bylaws may be made by resolution of the Board of Directors and a two-thirds (2/3) majority vote by email of all Members in good standing. A non-response to a vote will be considered a vote for the amendment. An amendment is effective immediately upon its adoption, unless the motion to adopt specifies a time for its going into effect.

#### **ARTICLE XI. Statement of Nondiscrimination**

The Organization will not discriminate against any person in the acceptance of its members, the election of board members, provision of service to the public, the contracting for or purchasing of services, or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

These Bylaws were adopted at a meeting of the Board of Directors of River Bend Astronomy Club on July 30th, 2022.