

1 Constitution and Bylaws of the East Valley Astronomy Club, Inc.
2 Adopted June 1995, amended August 2005, rewrite approved in June 2018

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5 Table of Contents

6 Article I: Name of the Organization

7 Article II: Purpose of the Organization

8 Article III: Business Activities of the Organization

9 Article IV: Membership

10 Article V: Form of Government

11 Article VI: Expulsion of Members and Impeachment of Elected Officers

12 Article VII: Meetings

13 Article VIII: Moneys and Properties

14 Article IX: Publications

15 Article X: Amendments

16
17 Article I: Name of the Organization

18 The name of this organization shall be the East Valley Astronomy Club, Inc. In these
19 bylaws, the acronym "EVAC" shall stand for the East Valley Astronomy Club, Inc.

20 Article II: Purpose of the Organization

21 The purpose of this organization shall be to further the education of its members and the
22 public in astronomy and related physical sciences by:

- 23 A. Conducting public lecture programs, public field seminars in astronomical
24 observing practice, and other public outreach events;
- 25 B. Promoting fellowship, knowledge exchange, and providing the means for
26 exchanging scientific information between individuals having a common interest
27 in astronomy;
- 28 C. Promoting organized scientific research and related activities among its members.
- 29 D. This organization is one that does not contemplate financial gain or profit to the
30 members thereof and is organized solely for nonprofit purposes.

31 Article III: Business Activities of the Organization

- 32 A. Club operations will be guided by an Annual Budget. This budget will be created
33 and approved each year by the Board of Directors, defined below, before the first
34 General Meeting of the year. The Annual Budget should be reviewed by the Board
35 of Directors at year end in preparation for informing newly elected Directors.
- 36 B. The Board of Directors shall avoid conflict of interest situations and be
37 transparent when potential conflicts arise.
- 38 C. The Club will accept and dispose of donations in accordance with Article II.
- 39 D. The Properties Director shall submit an end-of-year annual inventory of property,
40 which reports all items held, acquired, or sold, to the Board of Directors before the
41 last General meeting of the year.

- 42 E. A document titled “Policy and Procedures” shall be maintained and made
43 available to Club members. The document will include methods and standards for
44 how the various Club events, activities, and operations should be performed, as
45 well as Club best practices. This will include items such as speaker fees and
46 spending level permissions for various Officers to make off-budget purchases.
- 47 F. The articles of the Constitution and Bylaws document is maintained by amending,
48 adopting, or repealing items.
- 49 G. Dissolution of the organization when such action is taken and after paying or
50 adequately providing for the debts and obligations of the organization, the
51 remaining assets shall be distributed to a nonprofit fund, foundation or corporation
52 that is organized exclusively for educational and/or scientific purposes and which
53 has established its tax-exempt status.
- 54 H. All activities of the Club will be conducted in compliance with applicable City,
55 County, State, and Federal laws.

56 Article IV: Membership

- 57 A. Any person who is willing to subscribe to the articles of the Constitution and
58 Bylaws of this organization shall be qualified for membership subject to the
59 governing bylaws and conditions specified therein.
- 60 B. There shall be no limit to the total number of members.
- 61 C. Application for membership.
- 62 1. Application for membership shall be made to the Treasurer.
- 63 2. Applicable dues and agreement to the liability waiver shall accompany the
64 application. Language shall be placed in the application that the payment of
65 dues will imply agreement to the liability waiver.
- 66 D. Classification of membership.
- 67 1. Classification / Dues / Voting Privileges
- 68 a. Regular / Current annual dues / Yes
- 69 b. Lifetime / Current annual dues x10 / Yes (*one time payment*)
- 70 c. Charter / Current annual dues / Yes
- 71 d. Honorary / None / No
- 72 2. Special and Honorary Memberships are as follows:
- 73 a. Charter: Special recognition of all members present and accounted for at
74 the first general meeting upon the club’s formation in 1987, and the
75 authority to cite said status in club literature or name badges.
- 76 b. Honorary: By approval of a majority of the membership in attendance at
77 any meeting held to vote upon the matter, a person or organization that has
78 made an outstanding contribution to the science of astronomy (or related
79 fields) or to the organization may be awarded an honorary membership; a
80 classification that provides for recognition and club benefits, but with
81 restricted services and privileges as a member.
- 82 E. Members-in-good-standing shall be any individual accepted for membership and
83 whose dues have been paid for the current year.

84

85 Article V: Form of Government

86 The governance of this organization shall be invested in a nine member Board of
87 Directors and a General Assembly of all members with respective powers as defined
88 in the Constitution and Bylaws.

89 A. The Board of Directors shall consist of nine members in good standing consisting
90 of all four Executive Officers and five Board Members at Large.

91 B. The Board of Directors shall supervise and conduct all business of this
92 organization, including raising funds and recommending amendments to this
93 constitution.

94 C. A quorum for the Board of Directors to do business shall be six members
95 including the President (or the Vice President acting on behalf of the President).

96 D. Executive Officers

97 The four elected executive officers of this organization shall be:

- 98 1. President
- 99 2. Vice-President
- 100 3. Secretary
- 101 4. Treasurer

102 E. Administrative Officers

103 The five administrative offices of this organization shall be:

- 104 1. Events Coordinator
- 105 2. Newsletter Editor
- 106 3. Gilbert Rotary Centennial Observatory (GRCO) Manager
- 107 4. Properties Director
- 108 5. Webmaster

109 F. The General Assembly shall consist of all members in good standing with the
110 exception of honorary members. The body shall be presided over by the President.
111 It shall have invested in it the power to ratify amendments to this Constitution and
112 Bylaws and to approve or disapprove of actions of the Board of Directors by a
113 simple majority of members in attendance at the meeting in which the issue in
114 question is to be discussed and voted upon.

115 G. Executive Officers and Board of Directors Members at Large - Tenure of Office
116 and Elections

117 1. Qualifications:

118 They shall be members-in-good-standing.

119 2. Period of office:

120 a. Officers shall serve a period of one year.

121 b. Board Members at Large shall serve for a period of two years.

122 i. Election of Board Members at Large shall be staggered in a two-year
123 cycle such that two members will be elected in year one, and three
124 members in year two.

125 c. Neither Executive Officers nor Board Members at Large shall be eligible
126 for more than two consecutive terms in the same position.

127 3. Nominations:

128 Nominations for Executive Office or Board of Director at Large positions
129 shall be opened at the October general meeting and shall be publicized in

130 the club newsletter prior to the November general meeting. Nominations
131 will be closed with the start of elections at the November general meeting.
132 Any member may nominate another member-in-good-standing for office,
133 provided prior consent of the nominee has been given. The Treasurer shall
134 validate qualification of the nominees.

135 4. Elections:

- 136 a. Executive Officers and Board Members at Large shall be elected by a
137 simple majority of the General Assembly present at the November general
138 meeting. Voting will be done by secret ballot, and a committee of
139 volunteers will do the ballot counting. Single nominees for office may be
140 affirmed to the position by a majority "yes" vote taken by a show of hands.
141 All ballots, if any, shall be saved until the close of the following January
142 general meeting. In the case of a tie, a second round of ballots will be cast,
143 allowing each candidate five minutes to address the General Assembly
144 before the vote is held. If the voting is still tied after the second ballot, a
145 special run-off election will be held before the January general meeting.
- 146 b. The position of any Executive Officer or Board Member at Large who is
147 absent from three successive, or six total general meetings, or board
148 meetings during the year shall be automatically declared vacant unless the
149 Board of Directors excuses such absences.
- 150 c. A vacancy occurring in any Executive Office or Board of Director at Large
151 position shall be filled by a majority vote of the members present at the
152 next general meeting. Notice of such election shall be presented to the
153 membership at least one week prior to the special election by way of e-
154 mail and website publication. Fulfilling a vacant position shall not count
155 against the term limit of that position.
- 156 d. A special officer may be appointed by the President and approved by the
157 Board of Directors for a specific task of special interest to the Club. Their
158 term of office shall be for a specified time, in no case to exceed one year.
- 159 e. In order to help the newly elected people begin their terms in office, the
160 current Board of Directors and Administrative Officers will meet with
161 them at a Transitional Board/Officer Meeting. Their terms will begin at the
162 conclusion of the meeting, which must be held prior to the general meeting
163 in January.

164 H. Administrative Officers – Tenure of Office and Appointments

165 1. Qualifications:

166 They shall be members-in-good-standing.

167 2. Period of office:

168 The administrative officer positions are not subject to term limits. Each
169 position carries an annual commitment, and may be occupied by the
170 same individual for any number of years.

171 3. Nominations and Approval for Office (to fill a vacancy):

172 To fill a vacancy, these positions are nominated by a member of the
173 Board of Directors and approved by the Board of Directors at the first
174 board meeting after a vacancy occurs.

175 4. Election to the Board of Directors

176 They can also be elected to one of the five Board Member at Large
177 positions in addition to holding an Administrative Office position.

- 178 I. Duties of the Executive Officers:
- 179 1. Duties of the President:
- 180 a. The President will ensure that the other officers of the organization
- 181 conduct their offices properly. They will also provide the leadership
- 182 necessary to maintain a smooth-running organization.
- 183 b. They will preside at all General Assembly and Board of Directors
- 184 meetings. Pursuant to these duties, they shall be responsible for finding a
- 185 suitable meeting place whether for General or Special Meetings.
- 186 c. At a Board of Directors Meeting, they shall vote only in case of a tie.
- 187 d. They will propose club policies and goals to be approved by the Board of
- 188 Directors. They will be one of two officers (the other being the Treasurer)
- 189 with check signing duties and privileges. Committee chairmen will be
- 190 accountable to the President. They shall, with the Treasurer and/or the
- 191 Secretary (as appropriate), and under the authorization of the Board of
- 192 Directors, execute all legal documents in the name of the organization.
- 193 2. Duties of the Vice President:
- 194 a. The Vice President shall serve in the President's place, in the event the
- 195 President is absent or unable to serve for any reason.
- 196 b. They will be in charge of club programs and publicity.
- 197 c. They will be the point of contact for members wishing to raise issues to the
- 198 Board of Directors.
- 199 d. They shall serve as chairman of the program and activities committee, and
- 200 be responsible for coordinating and scheduling the general meetings,
- 201 including obtaining featured speakers.
- 202 3. Duties of the Secretary:
- 203 a. The Secretary will be custodian of all official documents and records of
- 204 the organization.
- 205 b. Execute all legal documents in the name of the organization, with the
- 206 President when properly authorized.
- 207 c. They shall record the minutes of all meetings of the General Assembly and
- 208 the Board of Directors and shall, at the direction of the President, read back
- 209 all pertinent minutes of all meetings of the General Assembly and Board
- 210 of Directors occurring from the time of the last regular business meeting.
- 211 d. They will be official correspondent with other clubs, organizations, etc.
- 212 e. They will be responsible for the publication of the club newsletter, which
- 213 is composed by the Newsletter Editor.
- 214 4. Duties of the Treasurer:
- 215 a. Responsible for presenting a proposed budget by the January meeting;
- 216 b. Will handle club capital, checking account and may sign checks;
- 217 a. In charge of membership application forms, collection of membership dues
- 218 and, the maintenance of an official membership list;
- 219 c. Provides income and expense data to the President whenever requested, or
- 220 at least three times during the year.
- 221 d. The Treasurer shall, each December, file a report with the Secretary
- 222 showing all donations collected at GRCO and the purchases/improvements
- 223 made by EVAC for the City of Gilbert. This report shall be held for the
- 224 City of Gilbert's review upon request as provided for in the 2014 Memo of
- 225 Agreement.

- 226 J. Duties of the Administrative Officers
227 1. Duties of the Properties Director
228 a. Responsible for the maintenance, storage, and documentation of all
229 equipment belonging to EVAC.
230 2. Duties of the Events Coordinator
231 a. They shall be in charge of organizing outreach visits requested by groups
232 and schools. Duties include scheduling the event, organizing volunteer
233 support, and publicizing the planned dates on the EVAC calendar.
234 3. Duties of the Newsletter Editor
235 a. They shall compose the monthly newsletter. The Secretary is responsible
236 for the contents of the newsletter and should review it before it is released.
237 4. Duties of the Observatory Manager
238 a. The manager shall ensure that all observatory functions are conducted in
239 accordance with the Memo of Operation between EVAC and the Town of
240 Gilbert. Duties include training and scheduling operators; purchasing
241 necessary supplies and equipment; and transferring money generated from
242 the Observatory to the EVAC general fund.
243 5. Duties of the Webmaster
244 a. They shall maintain EVAC's presence on the internet including the EVAC
245 website and other social media sites such as Facebook.

246 K. Committees:

- 247 1. All Committee Chairmen will have the authority and power to select
248 Committee Members.
249 2. Special committees may be formed from time to time to accomplish specific
250 tasks and may be formed by the action of the President or by the Board of
251 Directors. A committee may also be formed by a motion from a member at a
252 general meeting, which is approved by a majority vote at the same meeting.
253 3. Such committees shall be dissolved upon completion of the assigned task or
254 upon a motion from the membership. The Chairperson and the members of
255 any standing or special committee may have their appointments revoked by
256 the Board of Directors for proper cause.

257 L. General Duties

- 258 1. All Board Members, Administrative Officers, Committee Chairmen, and
259 Committee Members shall be required to attend all appropriate meetings when
260 scheduled by the organization. When unable to attend, a member may appoint
261 another Club member to attend the meeting in her/his place, but that person
262 standing in may not vote on Club business.
263

264 Article VI: Revoking Membership Rights of Members and Impeachment and Removal from
265 Office of Elected Officers

- 266 A. Any member may have their EVAC membership revoked for any of the following
267 reasons:
268 1. Willful misuse of organization property or funds.
269 2. Willful disregard for her/his own safety or the safety of others while on
270 organization sponsored activities.
271 3. Conduct detrimental to the East Valley Astronomy Club, Inc.

- 272 B. All member expulsion requests shall be submitted to the President in writing and
273 decided by a majority vote of the Board of Directors, after due review and
274 discussion. Any member subject to expulsion will be granted, on request, a
275 separate hearing before the Board of Directors prior to such expulsion. The
276 decision of the Board of Directors shall be final.
- 277 C. All elected Officers, Board Members at Large, or Appointed Officers may be
278 impeached and removed from office for any of the above reasons, or for neglect of
279 duty while in office.
- 280 D. All impeachment requests shall be submitted to the President, or Vice President
281 should the President be the object of the request, in writing and removal decided
282 by a two thirds vote of the Board of Directors after a review and discussion of
283 documented facts. If the member being considered for impeachment is a member
284 of the Board of Directors, they shall not be allowed a vote in the matter. Removal
285 from office does not imply that membership privileges are revoked.
- 286 1. Any Officer to be removed has the option of a hearing before the General
287 Assembly. The Officer in question must request the hearing. Avoidance of
288 impeachment and removal from office can then be achieved with a two-thirds
289 vote of the General Assembly then in attendance at the meeting at which such
290 vote is taken.

291 Article VII: Meetings

- 292 A. General meetings shall be held once every month.
- 293 B. The Board of Directors shall meet at least once every six months, predicated upon
294 the need to process club business.
- 295 C. Election of officers, an amendment to this Constitution and Bylaws, or a matter of
296 expulsion or impeachment will be given priority over all other orders of business.
- 297 D. Any matter requiring a vote carried over into a subsequent meeting will receive
298 priority of business at that meeting.

299

300 Article VIII: Moneys and Properties

- 301 A. Moneys
- 302 1. The Club will carry a fidelity bond to protect against financial loss due to
303 mishandled funds.
- 304 a. Moneys will be kept in an account or accounts accessible by only two
305 signers, which are the President and the Treasurer.
- 306 2. The Treasurer shall be responsible for keeping these moneys in an account and
307 shall make periodic reports of account balances.
- 308 3. All moneys will be used in accordance with Article II.
- 309 4. An audit of the funds will be completed annually each December, or at the end
310 of the Treasurer's term.

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- 315 B. Membership Dues.
- 316 1. A schedule of annual dues prepared by the Treasurer and accepted by the
317 Board of Directors shall be posted on the EVAC website. The annual dollar
318 value may be revised by a recommendation from any Board of Directors
319 member, approved by the Board of Directors, and then approved by the
320 General Assembly.
- 321 2. Annual dues shall become due and payable at the beginning of the calendar
322 year, as described in the Policy and Procedures document.
- 323 3. Any member whose dues are delinquent for more than ninety days shall be
324 automatically terminated from membership.
- 325 4. Any dues in excess of the regular membership fee shall constitute an optional
326 contribution in support of the activities of the East Valley Astronomy Club.
- 327 5. Board of Director Members, and Administrative Officers are not required to
328 pay annual dues during any year in which they hold office.

329 C. Properties.

- 330 1. All properties will be acquired and maintained to support the purpose of the
331 Club as described in Article II.

332 D. Donations to the Club.

- 333 1. Documentation of all donations (cash, services, or property) received by the
334 Club shall be given to the Treasurer, by the person receiving the donation,
335 within 30 days of taking possession.
- 336 2. Receipts acknowledging the donation will be given to the donor by the
337 Treasurer within 30 days of taking possession of the item.
- 338 3. No valuation will be provided by the club.

339 Article IX. Publications

- 340 A. There shall be issued a monthly general newsletter that shall be prepared by the
341 Newsletter Editor under the direction of the Secretary.

342 Article X: Amendments

- 343 A. Proposed amendments to the Constitution and Bylaws and the date of the vote
344 must be posted on the EVAC website, and announced via Club email, to those
345 members who have signed up to receive Club email notifications, prior to the
346 General Meeting immediately preceding the General Meeting at which the vote
347 will take place. The proposal to amend the Constitution and Bylaws must be
348 announced at the General Meeting prior to the General Meeting at which the vote
349 will take place.
- 350 B. This Constitution and Bylaws shall be amended only by consent of a majority of
351 the voting membership at the regular general meeting, which will include time for
352 discussion. Any amendment so passed shall take effect as soon as all appropriate
353 governmental paperwork has been filed.
- 354 C. Copies of approved amendments or a corrected copy of the Constitution and
355 Bylaws shall be posted on the EVAC website.