

Longmont Astronomical Society

Constitution and Bylaws

Incorporating changes adopted by the membership at the regular meetings on January 20, 1994, on June 15, 1995, on May 20, 2010, and on January 19, 2014.

PREAMBLE

We the undersigned, desiring to secure the pleasures and benefits of an association of persons interested in amateur astronomy, to promote the science of astronomy, to encourage and coordinate activities of amateur astronomical societies; to foster observational, computational work, craftsmanship in various fields of astronomy and to correlate amateur activities with professional research. Do hereby organize, constitute and name this association the LONGMONT ASTRONOMICAL SOCIETY, a not-for-profit organization.

Hereafter, Longmont Astronomical Society shall be stated as "The Society".

This organization is organized exclusively for educational purposes with the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE I. Membership

Membership to The Society shall be granted to any person(s) with a sincere interest in astronomy. The Longmont Astronomical Society does not and shall not discriminate on basis of race, color, religion, creed, age, marital status, national origin, ancestry, disability, military status, gender, gender expression, gender identity, or sexual orientation in any of its activities or operations. Regular member shall be defined as person(s) who has paid dues for the current year. Membership may be revoked by a majority vote of the board of directors.

ARTICLE II. Meetings

Regular meetings shall be held at the location and time by designated by the executive committee. The membership shall be notified at least one month in advance if any society business is to be conducted at the meeting.

ARTICLE III. Executive Board

There shall be an Executive Board of the Society consisting of a President, Vice President, Secretary, and Treasurer.

Article III, Section I. Executive Officers Duties

Duties of the members of the Executive Board shall be outlined below.

- A. **PRESIDENT:** The President shall preside over all regular meetings of The Society and the Executive Board. The President shall call extra business meetings as required, temporarily fill vacancies and appoint committees not otherwise provided for in these Bylaws. The President shall be ex-officio member of all committees and perform all other duties normally required by the office of President.
- B. **VICE-PRESIDENT:** The Vice-President shall preside in the absence, or the inability of the President to preside, or at the request of the President. The Vice-President may be assigned additional duties, such as coordinating committee activities or serving as committee chairperson, etc. The Vice-President shall also organize Astronomy Day activities.
- C. **SECRETARY:** The Secretary shall keep the minutes of all monthly and Executive Board meetings.
- D. **TREASURER:** The Treasurer shall maintain an up-to-date roster of the membership - and maintain The Society's files, listings and handbooks. The Treasurer shall keep an accurate account of all financial transactions of The Society , receive dues monies from the membership, and account for and bank receipts properly. The Treasurer shall send new and renewal subscriptions to any publication to which the Society has group subscriptions. The Treasurer shall pay any and all bills justly accrued by The Society and keep all books up-to-date and in order.-The Treasurer shall represent The Society as with The Astronomical League as ALCor (Astronomical League Coordinator). The Treasurer shall provide to The Astronomical League an updated roster of the membership and pay annual dues for each paid member of The Society.

ARTICLE III, SECTION II. Terms of Office of Executive Officers

The Terms of Office for Executive Board members shall be for one (1) year. Terms of office are from January through December.

ARTICLE III, SECTION III. Elections

Nominations for Executive Board members are to be held during the regular meeting in the month of November or December of each year. All eligible nominees shall be selected from the regular paid membership of The Society, including existing officers. Elections shall be held during a regular meeting in the month of January. Method of voting may be by acclamation if there is no objection. If there is objection by even one person, voting shall be by secret ballot. Election shall be by majority vote of those present at the meeting. The minimum members present shall be no less than 10% of the total membership. The election is not valid until it is certified by the Board of Directors. If the Board of Directors decides to not certify an election they must schedule a new election at the April meeting.

ARTICLE III, SECTION IV. Removal of Executive Officer

Executive Board members shall be removed from their position after a show of due cause by a two-thirds (2/3) vote of the membership present at a regularly scheduled public meeting.

ARTICLE III, SECTION V. Vacancies

Vacancies occurring between elections shall be filled by special election at the regular meeting following the meeting in which the resignation or withdrawal is announced. Duties of the office meanwhile will reside with the President or his interim appointee, or otherwise at the discretion of the Executive Board.

ARTICLE IV. Committees

Committees and / or special appointments, such as the Webmaster, Newsletter Editor, Equipment Manager will be made at the discretion of the Executive Board as deemed necessary for the proper functioning of The Society.

ARTICLE V. Membership Dues

Dues are to be paid per fiscal year from January through December. Amount of the dues are determined by the membership as per quorum as defined in Article III, Section III of these Bylaws. Dues will be pro-rated as follows:

- A. Person(s) joining between January 1st and March 31st will be charged a full year dues payment.
- B. Person(s) joining between April 1st and June 30th will be charged three-fourths (3/4) of a full year dues payment.
- C. Person(s) joining between July 1st and September 30th will be charged one-half (1/2) of a full year dues payment.
- D. Person(s) joining between October 1st and December 31st will be charged one-fourth (1/4) of a full year dues payment.

ARTICLE V, SECTION I. Payment of Dues

Near the end of each fiscal year members will receive no more than two notices for payment of dues. If dues are not received by March 31st those members shall be removed from the paid-member roster and are no longer members of The Society. They may continue to attend meetings, however the following will occur:

- A. A member's dues to The Astronomical League will not be paid in that member's name; therefore they will no longer receive "The Reflector".
- B. Members will not be allowed to subscribe or renew subscriptions to any publication The Society has group rates through. These members will need to pay the full subscription prices for these

products.

- C. Members will not be allowed to use or sign-out any of The Society owned equipment or other property owned by The Society.
- D. Member will be removed from e-mail and any other information distribution systems owned or operated by The Society.

ARTICLE VI.

Any Society member that borrows telescopes, equipment, literature or other property of The Society is solely responsible for the return or replacement of the items borrowed. In the event that the borrowed Society Property is lost or returned in a state of damage or ruin, the responsible member will be accountable for the price of repair or replacement of said equipment at the option of the Executive Board. Upon determination that any Society member willingly refuses to return or replace borrowed Society property, the matter shall be referred to the Board of Directors for possible revocation of the individual's membership.

ARTICLE VII.

The LONGMONT ASTRONOMICAL SOCIETY will not be held responsible for any losses, injury or theft incurred to any persons or property during any and all Society sponsored meetings or activities.

ARTICLE VIII.

In the necessity of disbursement of club funds the maximum a single disbursement of the sum of \$50.00 to \$999 must be approved by majority of the Executive Committee. Disbursements of \$1000.00 or more shall be approved by majority vote at a regular meeting of The Society. A due and reasonable explanation for the disbursement of said funds must be made by the Treasurer, or by other Executive Board members.

ARTICLE IX.

Upon dissolution of THE SOCIETY, the Executive Board shall, after paying or making the provision of payment of all outstanding Society debts and financial liabilities, dispose of all remaining assets of the Society. These assets are deemed to include all remaining fund in The Society treasury and all possessions that are solely under the ownership of The Society. Disbursement of all Society assets will be limited to an organization or organizations operated exclusively for charitable, educational or scientific purposes. The recipient organization shall qualify as a non-profit as defined under Section 501-C-3 of the United States Internal Revenue Service Code of 1954 (or equivalent). The Society dissolution will not be deemed complete until all Society assets are dispensed and the Executive Board is disbanded.

ARTICLE X.

Amendments and Articles to this Constitution and Bylaws may be added or deleted by a two-thirds (2/3) vote of the membership present at any regular meeting provided that the members were informed in writing of the proposed Amendment(s)/Article(s) one month prior to the meeting at which the action is to be taken.

ARTICLE XI.

Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII. BOARD OF DIRECTORS

Article XII, Section I. Board of Director members.

The Longmont Astronomical Society Board of Directors shall have the following members with the right to vote on all matters: the President, the Vice-President, the Secretary, the Treasurer, and three Directors-at-Large elected by the members. The Board of Directors may designate Advisory Directors at their discretion. Individuals serving as Advisory Directors shall serve for a period of one year but shall not have voting power nor in any way be liable or responsible for development or implementation of policies or procedures of the Longmont Astronomical Society.

Article XII, Section II. Duties and Responsibilities of the Board of Directors

The Board of Directors shall have statutory and fiscal management responsibility over the affairs of the Society as defined by the laws of the State of Colorado. The Directors shall meet at least once per year. The method and manner of that meeting is at the discretion of the board of directors. Directors shall appoint a board member to serve as secretary of the board.

Article XII, Section III. Meetings of the Board of Directors

Election of the Directors-at-Large shall be held during annual election meeting. Method of voting may be by acclamation if there is no objection. If there is objection by even one person present, voting shall be by secret ballot. Election shall be by majority vote of those present at the meeting. The term of the Director-at-Large shall be for one year. The Director-at-Large must be a regular member of the society.

Article XII, Section IV. Removal of Board Members

Executive Officers who are also members of the board of directors shall be removed by the process specified in Article III, Section IV. Director-at-Large board members shall be removed from office after a show of due cause by at least a two-thirds (2/3) majority vote of the membership present at a regularly scheduled public meeting.

Article XII, Section V. Removal of a Member of the Society

The Board of Directors may remove any member for just cause such as:

- Subverting the goals of The Society as stated in the Preamble
- Misrepresenting the society or offering false information about the society
- Recklessly endangering human life or limb
- Recklessly endangering equipment of The Society
- Failing to return, replace, or pay for equipment loaned to them by the Society
- Recklessly exposing the society to potential civil liability or criminal prosecution

Article XII, Section VI. Honors and Awards

The board of directors may at their discretion confer honors, awards, or lifetime memberships to individuals who have shown major contributions to The Society over the years by their service, time given, or exemplary achievement.

Article XIII. Indemnification of Directors and Officers

The Society shall, to the extent legally permissible, indemnify each person who currently serves or who has served as an Executive Officer or as a member of the Board of Directors against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of The Society; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between The Society and the indemnified Executive Officers and Board of Directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer or Director under this Article shall apply to such Officer or Director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article XIV. Bylaws Severability

If any provision of these bylaws or any application of them shall be found to be contrary to law, then such provision or application shall not be deemed valid and subsisting except to the extent permitted by law, but all other provisions or applications shall continue in full force and effect.