

Bylaws

of the

Northeast Florida Astronomical Society

Set forth this day of March 2 2004

NEFAS.ORG



Article I: Name

The name of this society shall be:

THE NORTHEAST FLORIDA ASTRONOMICAL SOCIETY and shall hereinafter be referred to as the Society.

ARTICLE II: PURPOSE

- 1: The purpose of the Society shall be:
 - a. To provide a means whereby individuals with an interest in the field of astronomy and related sciences may freely associate, and thereby gain further knowledge and enjoyment of the field;
 - b. To center upon recreational, educational, experimental, and scientific aspects of celestial observations and study;
 - c. To provide a means for collecting, recording and disseminating observational data to those individuals and institutions which make use of such data;
 - d. To promote the free exchange of information with other societies engaged in the field of astronomy;
 - e. To promote public awareness in astronomy and to earn recognition of the Society as a legitimate and worthwhile organization in the community.
2. The Society shall be organized as a hobby club, within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1954.

ARTICLE III: MEMBERS

1. Membership in the Society shall be open to anyone who exhibits a sincere interest in the field of astronomy and related sciences, and in the purpose and objectives of the Society.
2. Membership shall be contingent upon payment of regular club dues. Membership categories are as follows:
 - a. Individual
 - b. Student – Students in grades K-12
 - c. Family – two or more members of an immediate family
 - d. Benefactor – any person or corporation contributing more than \$50.00
 - e. Corporate – any person or corporation contributing more than \$100.00
 - f. Life Membership – approved by a majority vote of the Board of Directors and finalized by a majority vote of members in attendance at any regular meeting. Life members are exempt from payment of membership dues.
3. Membership Dues:
 - a. Annual membership rates shall be proposed by the Board of Directors to cover the yearly general operating cost of the Society and shall become effective if approved by two-thirds majority vote of the membership in attendance at any regular meeting;
 - b. All memberships shall expire on a common anniversary date to be determined by the Board of Directors;
 - c. New members who join between anniversary dates shall be pro rated on a schedule to be determined by a majority vote of the Board of Directors.
4. Membership entitles each member to one vote in all elections. Family memberships are entitled to only one vote in all elections.
5. Revocation of Membership:
 - a. Any member may have their membership revoked for any of the following reasons:
 - i. Unauthorized use or misuse of the name of the Society;
 - ii. Misappropriation of assets of the Society
 - iii. Willful and wanton destruction of Society property or the property of another member
 - iv. Any conduct which does not benefit the Society
 - v. Any actions which are deemed destructive to the Society or community by a seventy-five percent majority of the Board of Directors

- b. Membership in the Society may be revoked by the following procedure:
- i. A petition for expulsion shall be made to the Board of Directors by at least three active members.
 - ii. The board, after reviewing the petition, shall vote on its validity by a majority vote.
 - iii. If validity is approved, the member shall be contacted by the President or Membership Director, and shall be given the option to freely accept revocation or;
 - iv. The member can elect to have the petition brought before the membership for a vote. The membership will be revoked if approved by two-thirds majority vote of the membership at a regular meeting.
- c. Reinstatement of revoked membership shall be subject to a review by two-thirds majority vote of the Board of Directors, and shall not take place until after the revocation has been in effect for ninety (90) days.

ARTICLE IV: OFFICERS

1. The elected officers of the Society shall be President, Vice President, Secretary, and Treasurer.
2. The President:
 - a. Shall act as the executive officer of the Society;
 - b. Shall preside over all regular meetings, functions, and activities;
 - c. Shall, in the absence of the Director at Large, preside over all board meetings;
 - d. Shall be responsible for the conduct of the membership as a whole at all functions;
 - e. Shall have the power to make or remove all appointments, subject to approval by a majority vote of the Board of Directors;
 - f. Shall set the time and place of all the Board of Directors meetings;
 - g. Shall have the power to call emergency meetings of both the Board of Directors and the membership, and to determine the time and place of such meetings;
 - h. Shall at the end of the fiscal year, with assistance from the Treasurer, prepare a budget for the next fiscal year;
 - i. Shall have the power to authorize expenditures up to \$100 without approval from the Board of Directors;
 - j. Shall have been an active member of the Society for at least two years prior to taking office and shall possess a basic understanding of Astronomy;
 - k. Shall assume all other responsibilities as approved by a majority vote of the Board of Directors.
3. The Vice President:
 - a. Shall assist the President in the normal operation of the Society;
 - b. Shall assume all duties, powers, and responsibilities of the President during the period in which the President is absent from any meeting;
 - c. Shall assume the office of President should that office become vacant;
 - d. Shall have been an active member of the Society for at least 1 year;
 - e. Shall assume all other responsibilities as approved by majority vote of the Directors
4. The Secretary:
 - a. Shall keep the minutes of all meetings;

- b. Shall have the minute book available at all meetings;
- c. Shall, at the direction of the President, read the minutes at all meetings;
- d. Shall maintain all other papers and documents of the Society except those relating to the duties of the Treasurer;
- e. Shall, upon request, by any member or other persons approved by the President make all papers and documents of the Society available for review;
- f. Shall execute correspondence at the direction of the President;
- g. Shall handle all other Society correspondence's
- h. Shall keep permanent records of all correspondence;
- i. Shall in the absence of the President and Vice President assume the responsibilities of President; and
- j. Shall assume all other responsibilities as approved by a majority vote of the Board of Directors.

5. The Treasurer:

- a. Shall maintain and be responsible for all financial records of the Society, including the handling of all cash receipts and disbursements;
- b. Shall keep the Society's financial records;
- c. Shall supervise the collection of membership dues;
- d. Shall supervise the collection of other Society funds;
- e. Shall issue receipts and record all financial transactions;
- f. Shall maintain all of the Society's bank accounts;
- g. Shall maintain a list of Society assets and their location;
- h. Shall, upon request, make the financial records of the Society available for review to any member or any other person approved by the President in a reasonable time;
- i. Shall give monthly and year-end reports, at regular meetings and board meetings, on the financial status of the Society;
- j. Shall in the absence of the President, Vice President and Secretary assume the responsibilities of President; and
- k. Shall assume all other responsibilities approved by a majority vote of the Board of Directors.

6. Officers who are inactive (defined as not in attendance at any regular meetings, board meetings, club functions, and who does not participate in the advancement of the Society) can be impeached after a period of inactivity of greater than three months. Impeachment procedures are as follows:

- a. A petition for impeachment is submitted to the Board of Directors by an active member.
- b. After review, the Board shall vote on the validity of the petition.
- c. Seventy-five percent of the Board members present at a scheduled Board meeting shall be in approval for the petition to remain valid.
- d. The officer will be contacted and given the opportunity to accept the petition.
- e. If the officer does not accept the petition, it will be brought before the membership present at the next regular meeting.
- f. The impeachment will occur immediately if approved by a majority vote of the members present.
- g. Before conclusion of the meeting, the vacant office will be opened for nominations and a new officer will be elected at the next regular meeting.
- h. The impeached officer may choose to re-run for the vacant office.

ARTICLE V: BOARD OF DIRECTORS

1. The Board of Directors shall consist of President, Vice President, Secretary, Treasurer, Education Director, Observatory Director, Membership Director, Publicity Director, and Director at Large.
2. Elected Directors shall be Education Director, Observatory Director, Membership Director, and Publicity Director.
3. The non-elected Director of the Society shall be Director at Large.
4. Honorary Directors may be appointed by a two-thirds majority of the Board of Directors to serve on the Board in an advisory, non-voting, capacity.
5. The Education Director:
 - a. Shall keep and maintain all educational materials of the Society;
 - b. Shall maintain contact with local schools;
 - c. Shall arrange all educational programs, and
 - d. Shall assume all other responsibilities as approved by a majority vote of the Board of Directors;
6. The Observatory Director:
 - a. Shall be responsible for the maintenance and security of the Observatory, its telescopes and equipment;
 - b. Shall issue Observatory keys to those members approved by a majority vote of the Board of Directors;
 - c. Shall arrange times that the Observatory will be open to the membership and general public; and
 - d. Shall assume all other responsibilities as approved by a majority vote of the Board of Directors.
7. The Membership Director:
 - a. Shall keep and maintain up to date membership lists for the Society;
 - b. Shall supply new and current members with membership materials as approved by a majority vote of the Board of Directors;
 - c. Shall answer any membership request of the general public;

- d. Shall be responsible for organizing programs for contacting and disseminating information to the membership, with the exception of the newsletter; and
- e. Shall assume all other responsibilities as approved by a majority vote of the Board of Directors.

8. The Publicity Director:

- a. Shall maintain contact with all local print and broadcast media;
- b. Shall periodically submit press releases to the local media;
- c. Shall serve as a press contact for the local media; and
- d. Shall assume all other responsibilities as approved by a majority vote of the Board of Directors.

9. The Director at Large:

- a. Shall be held by the previous or past year's President;
- b. Shall complete any unfinished business they had as President, under approval of the new President;
- c. Shall preside over, act as Chair at all meetings of the Board of Directors;
- d. Shall, if not holding a voting position, cast the deciding vote when a tie vote exists or when a Board action requires a two-thirds or greater majority vote; and
- e. Shall assume all other responsibilities as approved by a majority vote of the Board of Directors.

10. Elected Directors who are inactive can be impeached after a period of inactivity of greater than three months. Impeachment procedures are as follows:

- a. A petition for impeachment is submitted to the Board of Directors by an active member.
- b. After review, the Board shall vote on the petition.
- c. Seventy-five percent of the Board members present at a scheduled Board meeting shall be in approval for the petition to remain valid.
- d. The Director will be contacted and given the opportunity to accept the petition.
- e. If the Director does not accept the petition, it will be brought before the membership present at the next regular meeting.
- f. The impeachment will occur immediately if approved by a majority vote of the members present.
- g. Before conclusion of the meeting, the vacant office will be opened for nominations and a new director will be elected at the next regular meeting.
- h. The impeached Director may choose to re-run for the vacant office.

ARTICLE VI: APPOINTMENTS

1. The appointments of the Society shall be divided into two categories: Primary Appointments and Secondary Appointments.
2. The Primary Appointments shall be: Newsletter Editor, Observing Coordinator, Election Chairman and any other appointments approved by two-thirds majority vote of the Board of Directors. Primary appointments shall be made by the President, and shall remain in effect until the appointed person resigns or the appointments must be approved by a majority vote of the Board of Directors.
3. The Secondary Appointments shall be those appointments that the Board of Directors determines are necessary for a particular special task or function. Said appointment shall be given a title appropriate to that particular task or function and shall remain in effect until completion of the function or for the duration of the fiscal year.
4. The Newsletter Editor:
 - a. shall be responsible for the creation and distribution of the Society's newsletter Skywatch;
 - b. shall be responsible for keeping and maintaining, as provided by the Membership Director and Treasurer, a current mailing list;
 - c. shall be responsible for all the contents of the newsletter;
 - d. shall be responsible for editing and reviewing the contents of the newsletter for accuracy and to make sure it does not contain anything offensive or destructive; and
 - e. Shall assume all other responsibilities as approved by a majority vote of the Board of Directors.
5. The Observing Coordinator:
 - a. Shall be responsible for organizing and planning all of the society's observing functions;
 - b. Shall in cooperation with the Education Director, help to plan outreach and educational observing programs; and
 - c. Shall assume any other responsibilities as approved by a majority vote of the Board of Directors.
6. Election Chairman:
 - a. Shall be responsible for organizing and conducting the annual election of Officers and Board of Directors;
 - b. Shall be someone not running as a candidate in the election;
 - c. Shall gather, solicit, accept all nominations for the elections;

- d. Shall not vote in the election they are overseeing, except in the event of a tie; and
- e. Shall not assume any other responsibilities until completion of the election.

ARTICLE VII: COMMITTEES

In situations where it is deemed necessary for a Committee to handle or complete a certain task, the Board of Directors shall select a Committee head by majority vote. If the selected individual accepts the position of Committee head, the person will be responsible for completion of the assigned project, and will select other members of the committee under guidance of the Board of Directors. The Committee head will remain in charge for the duration of the committee. The Committee will remain active until completion of the project or disbandment by a majority vote of the Board of Directors.

ARTICLE VIII: BUDGET

1. An annual budget will be prepared at the end of the fiscal year by the current President, with assistance from the treasurer.
2. The budget shall be submitted to the Board of Directors for approval by a two-thirds majority vote.
4. If approved, the budget will be immediately available to the membership for review.
5. If rejected, appropriate changes will be made at the current Board meeting until an approved budget is created.
6. The approved budget will serve as the financial guideline for the upcoming fiscal year.

ARTICLE IX: MEETINGS

1. At each Board of Directors or formal regular meeting, the presiding officer shall have all papers necessary for that meeting plus:
 - a. A copy of the bylaws, and other rules of the Society;
 - b. A copy of the Society's parliamentary authority as outlined in Article XI; and
 - c. An agenda for the current meeting.
2. Board of Director's meetings shall proceed in the following order:
 - a. Meeting shall be called to order by Director at Large.
 - b. Minutes of the last meeting will be read by the Secretary and approved.
 - c. One at a time, all of the Directors and appointments shall have the opportunity to report on the condition of their office and to bring up any business in the following order: President, Vice President, Secretary, Treasurer, Membership Director, Observatory Director, Publicity Director, Education Director, Newsletter Editor, Observing Coordinator, and any other appointments and Director at Large.
 - d. Any members present at the meeting will then be given the opportunity to bring up any business, petitions, or concerns before the Board.
 - e. The Director at Large will open the floor for any further business.
 - f. Upon completion of all business, the meeting will be adjourned.
3. Board of Director's meetings are open only to members of the Society, and those who have received prior approval from the President.
4. Board of Director's meetings shall be held at least once quarterly.
5. Formal regular meetings shall proceed as follows:
 - a. President shall call meeting to order.
 - b. Any new members or visitors will be introduced.
 - c. Any important news or announcements will be made.
 - d. The main program will be presented.
 - e. The meeting will be adjourned and a small break given.

- f. Following the break, a business meeting will be called to order by the President.
- g. If an election of officers is to occur, the meeting will be handed over to the Election Chairman for the duration of the elections.
- h. The President will discuss and explain business conducted at the last Board meeting.
- i. The floor will be opened for any other business or questions.
- j. Once all business is completed, the meeting will be adjourned.

6. All regular meetings of the Society shall be open to the general public.

7. Regular meetings shall be held at least monthly.

ARTICLE X: ELECTIONS

1. Elections of Officers and Directors shall proceed in the following manner:
 - a. An Election Chairman shall be chosen by the Board of Directors at least two months prior to the election.
 - b. The elections shall be held at the regular meeting in January.
 - c. Members living in the geographic area (defined as within 50 miles of Duval County, Florida) must be present at the meeting to vote.
 - d. Members outside of the geographic area wishing to vote must contact the Election Chairman prior to the time of the election.
 - e. The Election Chairman shall preside over the election process.
 - f. The floor shall be opened for additional nominations just prior to the election.
 - g. The vote shall take place by secret ballot, unless
 - h. If only one candidate has applied for a specific office, the Election Chairman may choose to have an open vote of acceptance for that particular office.
 - i. The Election Chairman shall immediately count the vote in view of the membership, and declare the winners upon completion of the count.
 - j. If a tie votes exist between the top two candidates and there were at least three candidates, a run-off will be held immediately between the two candidates.
 - k. If a tie votes exists between the only two candidates running for a single office the Election Chairman shall not announce the ties occurrence and cast the deciding vote.
2. The newly elected officers will assume their office at the February regular meeting, during a formal installation of officers which is to occur just prior to the closing of the meeting; such that after the transition occur the only formal action for the new President will be to adjourn the meeting.
3. The Officers and Board of Directors have the responsibility to make all decisions on behalf of the Society, except during the following conditions where a formal vote of the membership must be taken:
 - a. Amendments to the bylaws or rules of the Society.
 - b. Expenditures in excess of \$500.
 - c. Election of Officers and Board of Directors
 - d. Revocation of membership as outlined in Article III: Part 5.

- e. Impeachment of Officer or Board of Director as outlined in Article IV and V.
 - f. Changes in membership or other dues.
 - g. Any item that the Board of Directors decides should be brought before the membership.
 - h. Any other item where one-third of the active membership submits a petition to the President requesting the item be brought before the general membership for vote.
4. With the exception of Election of Officers and Board of Directors, the President shall preside over all voting processes.
 5. The President shall have the authority to make a vote on open or secret ballot, In the event of secret ballot, three members not serving as officers shall be chosen to count the ballots in view of the membership and report on the outcome of the vote.
 6. Any item brought up to vote before the membership will not be voted on any sooner than three weeks after the initial item was brought before the membership, and shall sometime during that three weeks be submitted to the membership in written form for review.
 7. All elections of the membership shall occur at regular monthly meetings. Members living in the geographical area must be present at the meeting to vote. Members living outside the geographical area must contact the President prior to the time of the actual vote to cast their vote.
 8. In all cases a vote will be decided by a simple majority except where noted in these bylaws and in the following where a two-thirds majority is needed: Amendments to the bylaws and changes in membership fees.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in The Scott Foresman 1990 Edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they do not conflict with these bylaws or any other special rules of order the Society may adopt.

ARTICLE XII: AMENDMENTS

1. Amendments to these bylaws may be made by the following procedure:
 - a. A petition for Amendments is submitted to the Board of Directors in writing by an active member.
 - b. The Board of Directors shall review and make any changes necessary to the petition.
 - c. If modifications are made a new petition shall be written with the correct modifications.
 - d. The petition shall be circulated to all Directors present.
 - e. A two-thirds majority of the Board of Directors shall then be required for the petition to be accepted.
 - f. The petition shall then be brought up before the membership at the next regular meeting and discussed.
 - g. Following the meeting, a written copy of the petition shall be sent out to membership for review.
 - h. A formal vote shall then be taken at the next meeting and shall require a two-thirds majority to pass.
 - i. The amendment shall take effect immediately upon passage.
2. Amendments passed shall not be in conflict with any other part of this document or alter its content.
3. New or revised bylaws of the Society may be passed and instituted by the same procedure as amendments with the exception that it must be passed by two-thirds of the entire membership, not just those present at a given regular meeting.

ARTICLE XIII: DISSOLUTION OF THE SOCIETY

1. Dissolution of the Society must occur in the same process as an amendment as outlined in Article XII, except as noted in the Article.
2. The dissolution of the Society must not benefit any members or any other single individual.
3. Any and all assets of the Society shall be divided up and given only to other non-profit organizations as outlined in Section 501© (3) of the Internal Revenue Code of 1954.
4. The destination of all assets shall be included in the original petition of dissolution.
5. Upon dissolution of the Society, it shall be the President's responsibility to disseminate all of the assets, under supervision of the Board of Directors.
6. All Society documents, including memberships, mailing lists, and accounting information, shall be handed over to one person, chosen by a majority vote of the membership, to be held for at least seven years for accountability and record purposes.
7. The Society shall only be officially dissolved after all assets are disseminated and all records are transferred to the chosen trust.

AMENDMENT I: RESIGNATION AND VACANCIES

Resignation. Any Board Member 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, shall not be necessary to make the resignation effective.

Vacancies. Any vacancy occurring in any office because of death or resignation shall trigger a special election to fill the vacancy. Nominations will be opened for the vacant office and a new officer may be elected at the same general meeting by a majority of eligible members present. Due to the urgency of filling unexpected vacancies, the timing requirement to vote at the next meeting shall be waived in cases of special elections.