

## Bylaws of The Albuquerque Astronomical Society

### Article I - Name

The name of the corporation shall be The Albuquerque Astronomical Society.

### Article II - Purpose

The purposes for which the corporation is organized are for charitable, educational, and scientific purposes, relating to astronomy, including, for the purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of The Internal Revenue Code or corresponding section of any future federal tax code; and for all other purposes permitted by the Nonprofit Corporation Act.

### Article III - Membership

Membership is open to anyone. Receipt of a membership application and payment of dues are the only requirements for membership.

Membership classes are permanent, honorary, regular, military, education, and student.

- A permanent member is any member who completes 35 years of TAAS membership. A permanent member is exempt from paying dues. The Membership Director is responsible for acknowledging 35-year members at the Annual Meeting and for making the appropriate change in the membership database to indicate permanent membership. Permanent members will be listed in the Sidereal Times.
- An Honorary Membership is intended to acknowledge a long-term and outstanding contribution to TAAS by someone who is not a TAAS Member. Honorary members are chosen by a majority vote of the Board and are exempt from paying dues.
- Annual dues are \$30 for regular members.
- Military memberships are limited to United States active-duty military personnel. Their annual dues are \$15.
- Education memberships are limited to full-time educators. Their annual dues are \$15.

- Student memberships are limited to full-time students. Student members do not have voting privileges. Their annual dues are \$5.

The Board may terminate any membership by a majority vote.

### Article IV – Annual Meeting

The Annual Meeting of the membership shall be held for the purpose of electing officers. The meeting shall be held in January, or within thirteen months from the previous Annual Meeting. Notice of the place and time of the Annual Meeting shall be posted at least thirty days before the meeting. Twenty percent of the regular membership, represented in person or by proxy constitutes a quorum. A member may vote by proxy in writing or via email. A proxy can be filed with any corporate officer before or at the time of the meeting.

### Article V - Officers

The officers of the corporation shall be President, Vice President, Secretary and Treasurer, each of whom shall be a member of the Board. The same person shall not hold multiple offices.

The term of office extends to the next Annual Meeting. Officers may be removed by a majority vote of the board. A vacancy in any office is filled by the Board soliciting candidates via email, the corporate newsletter, and announcement at a General Meeting. At the next Board meeting after the announcements the candidates will be invited to make a presentation followed by a vote by the Board.

### Article VI - Board of Directors

The membership elects the four officers at the Annual Meeting. The four officers then constitute the Board of Directors (referred to elsewhere as the Board) and may appoint other members as Directors. The GNTD Director will be a standing member of the Board. Vacancies in the Board may be filled by a majority vote of the Board.

Notice of any meeting of the Board must be posted on the website at least two days prior to the meeting.

A majority of Directors constitutes a quorum for the Board and is sufficient to conduct any business of the Board.

The Board may vote via email. The President will post the question to the Board for consideration. The message subject will state that the email pertains to a voting issue. After discussion among the Board via email, the President sets a deadline for the Board members to submit their vote. The President tallies the results and announces the final count.

#### **Article VII – Election of Officers**

A Nominating Committee consisting of three members shall be appointed by the Board at least 90 days before the Annual Meeting. The Nominating committee shall produce a list of candidates to be presented at the Annual Meeting.

At the Annual Meeting, a member of the committee shall conduct the election. The committee's nominees and the offices they will hold are presented. In addition, nominations will be called for from the floor.

Each office is voted on separately with the candidate receiving the most votes being the winner.

#### **Article VIII - Corporate Communications**

All corporate communications are through the website or via email. The corporate newsletter shall be posted monthly on the website. The minutes of Board meetings shall be posted on the website. The minutes shall include committee reports submitted in writing at the meeting.

#### **Article IX - Membership Roster**

The membership roster is for official corporation business only. It shall be maintained in electronic form by the webmaster with access limited to Board members and those designated by the Board.

#### **Article X - Amendments to These Bylaws**

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the Board by a two-thirds vote at any Board meeting. The Board shall announce all changes to the bylaws in the corporate newsletter.

#### **Article XI - Indemnity**

The corporation will indemnify each Director, officer, former Director, and former officers of the corporation and their heirs, legal representative, and assigns to the full extent permitted by the Nonprofit Corporation Act.

#### **Article XII – Asset Inventory**

The Society will maintain an asset inventory in electronic form. Those areas with significant assets may maintain separate inventories to be combined by the treasurer annually at least 60 days before the Annual Meeting and presented to the Board.

All items with an estimated value of more than \$100 shall be included. The inventory must uniquely identify the item and its estimated value.

#### **Article XIII - Awards**

A committee will be established, of at least two TAAS members, to select the recipients of the following awards at the Annual Meeting.

1. The John Dobson Award for clear and outstanding record of sustained activity in public education related to astronomy.
2. The Lieutenant Colonel William S. and Wilma Isengard Award for exceptional work towards the advancement and improvement of the General Nathan Twining Observatory and also for generosity towards the society in general.
3. Service Award(s) for sustained and selfless participation toward the advancement of the Society. Each year the Board will determine the number of Service Awards to be presented.

In addition to the annual awards, the Polaris Award recognizes individuals who have for many years contributed to the mission of TAAS to Observe, Educate, and Have Fun. This award is presented when the BOD decides to honor the contributions made by an individual. The basic text of the award will be “Just as the North Star is a bright light in the sky every night, <name of person> has been a constant bright light to the mission of TAAS to Observe, Educate, and Have Fun.”

**Article XIV – Discretionary Funding**

The President and Treasurer each have the authority to use up to \$100 monthly from the General Fund in order to perform their duties.

The Education Coordinator also has the authority to use up to \$100 monthly from the Education Fund to perform his/her duties. All financial activities must be reported to the Board.

The GNTD Director has discretionary authority for executing the GNTD budget and for incidental expenditures. The GNTD Director will obtain Board approval for any large expenditure (> \$500) that has not already been approved in the GNTD budget.

**Article XV – Positions and Responsibilities**

President

Presides over Board meetings and sets the Board meeting agenda. Is responsible for overall direction and management of the society.

Vice President

Fills in for and assists the President as needed. Acts on behalf of the President if the situation calls for it.

Treasurer

Manages society funds and expenditures. Provides the Board with a financial report at regular Board meetings. The treasurer will handle all reimbursements. Requests will include appropriate justification for the expenditure. Any costs over \$500 will require board approval. Any disagreement with the TAAS treasurer concerning expenditures shall be resolved by the Board.

Secretary

Records minutes of the board meeting. Submits an approved copy of the minutes for inclusion in the website Board minutes archive.

GNTD Director

Serves as the primary point of contact and coordinates GNTD operations. Has full authority and responsibility for GNTD operations subject to specific direction from the Board.

Submits a proposed GNTD budget to the Board by the October Board meeting that supports operations over the next calendar year. Any changes to the budget will be reported to the Board.

Submits reimbursement requests for all expenditures to the TAAS Treasurer.

Provides a written report at board meetings to keep the Board informed of GNTD issues and events.