

# **Bylaws of the Sacramento Valley Astronomical Society**

## **A California Public Benefit Corporation**

**NOTICE: These Bylaws supersede the Sacramento Valley Astronomical Society (SVAS) Bylaws dated November 19, 2004.**

### **ARTICLE 1 – PURPOSES**

#### **SECTION 1. OBJECTIVES AND PURPOSES**

The primary objectives and purposes of the SVAS are charitable, educational and/or scientific as follows: To foster interest in astronomy, to encourage and assist members and interested persons in the study of astronomy and in the making and use of astronomical instruments, to make astronomical observations, and to sponsor and carry on astronomical observation programs.

#### **SECTION 2. CALIFORNIA LAW TO GOVERN**

The general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law and the SVAS Articles of Incorporation shall govern the construction of these bylaws. California Nonprofit Corporation Law shall take precedence over these bylaws, and nothing in these bylaws shall be construed or interpreted to conflict with California Nonprofit Corporation Law or the SVAS Articles of Incorporation.

#### **SECTION 3. PUBLIC BENEFIT CORPORATION**

SVAS assets are irrevocably dedicated to public benefit purposes as stipulated in its Articles of Incorporation.

### **ARTICLE 2 – THE BOARD**

#### **SECTION 1. NUMBER**

The SVAS Board of Directors (hereinafter and in the Bylaws termed the "Board") shall consist of the President, the Vice President, the Secretary, the Treasurer, the Past President, and a number of Directors. The number of Directors shall be in the ratio of one Director for each fifteen paid-up memberships as of record as of the January General Meeting. However, the number of Directors shall not be less than five (if the membership is less than 75) or more than ten (if the membership is greater than 150).

## **SECTION 2. DUTIES OF PRESIDENT**

The duties of the President shall be those usually pertaining to that office. The President shall be the Chairman of the Board. He shall appoint all committees not otherwise provided for, and fill all vacancies thereon.

## **SECTION 3. DUTIES OF VICE PRESIDENT**

The Vice President shall have powers and perform such duties as may be prescribed by the Board. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

## **SECTION 4. DUTIES OF SECRETARY**

The Secretary shall keep a register of the memberships, keep the minutes of the Annual Meeting and all Board meetings, and perform such other duties as may be required by the Board. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

## **SECTION 5. DUTIES OF TREASURER**

The Treasurer shall be the custodian of the funds and vouchers of the Society, collect all monies due, and make disbursements only in accordance with the procedures established by the Board. The Treasurer shall keep an itemized account of receipts and expenditures, present a report at each Annual Meeting, and render such other reports and financial statements as the Board may require. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

## **SECTION 6. DUTIES OF PAST PRESIDENT**

The Past President will automatically serve as an Officer on the Board. The intent is to preserve institutional knowledge and continuity. Since the Past President is not an elected position; he or she is invited but not bound to serve. The Past President is a voting member of the Board, but does not count toward a Board quorum.

## **SECTION 7. DUTIES OF DIRECTORS**

It shall be the duty of the Directors to perform any and all duties imposed on them collectively or individually by law, or by these Bylaws. The Directors will supervise all Officers and any agents and employees of the SVAS to assure that their duties are performed properly. The Directors will meet at such times and places as required by

these Bylaws. The Directors shall register their addresses with the Secretary of the SVAS, and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

## **SECTION 8. QUALIFICATIONS, ELECTION, AND TERMS OF OFFICE**

- 1) No person shall be eligible for a position on the Board who has not been a member of the Society in good standing for at least six (6) months preceding the election or appointment.
- 2) Election of Officers and Directors shall be held at the annual membership meeting as specified in these Bylaws. Officers shall hold office for a one (1) year term.
- 3) Each Director shall hold office for a two (2) year term. Each year only 50% of the Directors will be elected. Director positions shall be designated odd or even. Odd Directors shall be elected in odd-numbered election years; and even Directors shall be elected in even-numbered election years.
- 4) All nomination and voting procedures will be in accordance with Robert's Rules of Order. Additional clarifications concerning the various options available under Robert's Rules of Order will be made in the SVAS Nomination and Election Procedures. This will be an SVAS Board Special Rule of Order that must be approved by a 2/3 vote of the Board. This Special Rule of Order may not be amended or changed 120 days prior to an election.
- 5) Each paid membership is allowed to cast one vote, with voting being by ballot only. Eligibility to vote in the Annual Meeting Elections is limited to members who (1) are currently members in good standing and (2) were members in good standing on the day of the January General Membership Meeting of the election year.

## **SECTION 9. MEETINGS**

- 1) Regular Board meetings shall be held at the location specified in the regular publications of the Society unless otherwise provided by the Board, which has been designated from time to time by resolution of the Board.
- 2) If authorized by a SVAS Board Special Rule of Order, any meeting, regular or special, may be held by conference telephone, electronic video screen communication, Internet chat, email, or other communications equipment. The Board will publish procedures for these actions in a SVAS Board Special Rule of Order that must be approved by 2/3 of the Board.

## **SECTION 10. REGULAR MEETINGS**

Regular meetings of the Board may be held at the Board's discretion, at the place and time specified by the Board.

## **SECTION 11. SPECIAL MEETINGS**

Special meetings of the Board may be called by a quorum of the Board, and such meetings shall be held at the place, designated by the persons calling the meeting. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

## **SECTION 12. NOTICE OF MEETINGS**

Regular meetings of the Board may be held as scheduled in the regular publications of the Society. Special meetings of the Board shall be held upon seven (7) days' notice by first-class mail, personally, by telephone, or other electronic means. If sent by mail or electronically, the notice shall be deemed to be delivered upon its deposit in the mail. Such notices shall be addressed to each Director at his or her address as shown on the books of the SVAS. Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any regular Board meeting need not be specified in the notice. The purpose of any special Board meeting shall be specified in the notice.

## **SECTION 13. QUORUM FOR BOARD MEETINGS**

A quorum shall consist of a majority of the Board members. A majority is defined as a number greater than half of all Board members. The Past President is not counted when calculating the quorum.

## **SECTION 14. VACANCIES**

- 1) Vacancies on the Board shall exist (1) upon the death, resignation, removal, disqualification, or otherwise, of any Board member, or (2) whenever the authorized number of Directors is increased by the number of voting members on record and in good standing as of the January General Meeting. In the event of a vacancy in any office other than that of President, such vacancy may be filled by the Board for the remainder of the term of that Board member. The President will nominate a candidate to fill the position, and the nominee must be ratified by a 2/3 vote of the Board members present in a quorum.
- 2) The Board may declare vacant the office of a Board member who has been declared of unsound mind by a final order of court, or convicted of a felony, or when the Director has missed 3 or more regular Board meetings in a 12 month period.
- 3) Any Board member may resign at any time by giving written notice to the Board or to the President or Secretary of the SVAS. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE 3

### – COMMITTEES

#### SECTION 1. NOMINATING COMMITTEE

Prior to the November General Meeting, the Board shall appoint at least three members (no more than one of which may be a current Director of the Board) to serve on a committee to be known as the Nominating Committee. It shall be the duty of the Nominating Committee to submit the names of a candidate for each Director and Officer to be elected under these Articles. The President should not appoint this committee or be a member of it – ex officio or otherwise. No Officer shall be a member of this committee.

#### SECTION 2. PRESIDENT'S COMMITTEES

The President may establish committees whose powers and terms of service are controlled by the President. Actions and findings of such committees shall be subject to ratification by the Board.

#### SECTION 3. OTHER COMMITTEES

The SVAS shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not members of the Board. The committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

## ARTICLE 4 – MEMBERS

#### SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

- 1) The SVAS shall have only one class of members. Except as expressly provided in or authorized by the Bylaws of the SVAS, all memberships shall have the same rights, privileges, restrictions and conditions. No member shall hold more than one membership in the SVAS.
- 2) **General Member.** Any person may become a General Member. General Members shall pay dues to the SVAS and have the right to vote at all membership meetings. The Board may designate tiers or subcategories of General Membership based on donations received, observatory privileges, etc. These additional membership sub-types will still be considered General Members for the purposes of elections and other Society business. Each paid General Membership carries one

vote.

- 3) Any General Member may be appointed honorary membership status upon recommendation of the Board and approved by a majority vote of the membership at any duly held Annual Meeting. Honorary members are simply General Members who do not pay dues to the SVAS. The term of Honorary Membership is for life unless terminated in accordance with these Bylaws.

## **SECTION 2. ADMISSION OF MEMBERS**

Application for membership and renewals shall be made in writing using the Board approved application form, which shall be signed by the applicant. Membership is granted upon approval by the Board and received payment of annual dues. Membership is on an annual basis. Renewing members are subject to Board approval or disapproval each year when they renew their membership. The majority decision of the Board shall be final.

## **SECTION 3. FEES, DUES AND ASSESSMENTS**

- 1) There is no fee charge for making application for membership in the SVAS.
- 2) The annual dues payable to the SVAS by members shall be determined from time to time by resolution of the Board.

## **SECTION 4. TERMINATION OF MEMBERSHIP**

- 1) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:
  - a) Upon his or her written notice of such termination delivered to the President or Secretary of the SVAS personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
  - b) Upon a failure to renew his or her membership by submitting a signed application and paying dues when due. Dues are due on the first day of the month in which the member joined. There shall be a 30-day grace period for the payment of dues and submission of signed application.
- 2) A member may be suspended, sanctioned, or expelled from the Society upon a determination of the Board that the member has engaged in any of the following:
  - a) The misappropriation of the Society's funds or assets.
  - b) Sexual Harassment.
  - c) Misuse of controlled substances during any Society function, or while in the use of any Society facility.
  - d) Violence, or threat of violence during any Society function, or while in the use of any Society facility.
  - e) Willful failure to abide by the Bylaws or Rules of the Society.
  - f) Any action of which the reputation of the Society in the community is threatened.

- g) Any action that is disruptive of the mission and/or business of the Society.
  - h) It is the express policy of the Sacramento Valley Astronomical Society to provide equal access to privileges of membership, facilities, and programs without regard to race, ethnicity, skin color, gender, religion, philosophic belief or sexual preference, and discrimination in any form on these grounds by a member will not be tolerated.
- 3) Procedure for Expulsion. Following the determination that a member should be expelled; the following procedure shall be implemented:
- a) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the SVAS records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
  - b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board in accordance with the rules for a quorum and voting set forth in these Bylaws and applicable to executive meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
  - c) Following the hearing, a 2/3 vote in a quorum of the Board shall decide whether the member should be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.
- 4) A member expelled from the SVAS shall not receive a refund of dues already paid.

## **SECTION 5. RIGHTS ON TERMINATION OF MEMBERSHIP**

All rights of a member in the SVAS shall cease on termination of membership as herein provided.

## **SECTION 6. NONTRANSFERABILITY OF MEMBERSHIPS**

No membership or right arising from membership shall be transferred. All rights of membership cease upon the member's death or the dissolution of their membership.

# **ARTICLE 5 – MEETINGS OF MEMBERS**

## **SECTION 1. PLACE OF MEETINGS**

Regular meetings of the membership may be held monthly at a location determined by the Board. These meetings are referred to herein as "General Meetings".

## **SECTION 2. ANNUAL AND OTHER MEMBERSHIP MEETINGS**

The membership shall meet annually in the month of the Vernal Equinox each year, at a location determined by the Board for the purpose of electing Officers and Directors and transacting other business as may come before the meeting. This annual meeting of members for the purpose of electing Officers and Directors shall be deemed and referred to herein as an "Annual Meeting".

### **SECTION 3. QUORUM FOR MEETINGS**

A quorum for a General Meeting of the membership of SVAS shall consist of 50% plus one of the total number of voting members on record and in good standing as of the previous January General Meeting. Legal action may be taken by approval of at least a 2/3 vote of a quorum present at any duly held General Meeting of the membership.

### **SECTION 4. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a 2/3 vote of voting members present at a duly held General Meeting at which a quorum is present is the act of the members, unless the law or these Bylaws require a greater number. Any such act or decision of the membership shall override a decision or action of the Board, unless the decision or action of the Board is deemed "final" in these Bylaws.

### **SECTION 5. VOTING RIGHTS**

- 1) Each member is entitled to one vote on each matter submitted for a vote by the members. Voting at all duly held Meetings shall be by a show of hands excepting the election of Officers and Directors, which shall be by ballot. Eligibility to vote in the Annual Meeting elections is limited to members who (1) are currently members in good standing and (2) were members in good standing as of the day of the January General Meeting in the election year.
- 2) For the election of Officers and Directors, or any other matter duly noticed and brought before the membership at an Annual Meeting, a simple majority of the votes of members present and eligible to vote will suffice, unless the law or these Bylaws require a greater number. Such act or decision will be considered an act of the membership, and shall override a decision or action of the Board, unless the decision or action of the Board is deemed "final" in these Bylaws.
- 3) Forms of voting not allowed are (1) Proxy Voting, (2) Absentee ballot voting, and (3) Cumulative Voting.

### **SECTION 6. CONDUCT OF MEETINGS**

Meetings shall be governed by Robert' Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with any provision of law.

## **ARTICLE 6 – FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 7 – AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any part of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a simple majority vote of the total number of voting members on record and in good standing as of the previous January General Meeting. This vote must be done by ballot, but may be conducted via in person voting, vote by mail, or electronic voting.

## **ARTICLE 8 – AMENDMENT OF ARTICLES**

Amendment of the Articles of Incorporation may be adopted by approval of a simple majority vote of the total number of voting members on record and in good standing as of the previous January General Meeting. This vote must be done by ballot, but may be conducted via in person voting, vote by mail, or electronic voting.

## **ARTICLE 9 – PARLIAMENTARY AUTHORITY**

The rules contained in the current 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 are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

## **CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the SVAS and that these Bylaws were duly approved by the membership on the date set forth below.

Dated: December 17, 2010  
Chuck Real, Secretary