

# **Bylaws**

of the

# **Sacramento Valley Astronomical Society**

A California Public Benefit Corporation

Notice: These Bylaws approved October 30, 2017, supersede all previous Bylaws.

## **ARTICLE 1 – PURPOSES**

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

The primary objectives and purposes of the Sacramento Valley Astronomical Society (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, making and the use of astronomical instruments, making 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 (Cal. Corp. Code § 5000 et seq.) 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 the California Nonprofit Corporation Law, the laws of the State of California, 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, Vice President, Secretary, Treasurer, Past President, and a predetermined number of Directors. The number of Directors shall be in the ratio of one Director for each fifteen General Members in good standing, and on record as of the

previous 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 as follows. The President shall be the Chairperson of the Board. He or she shall appoint all committees not otherwise provided for, and fill all vacancies thereon. The President shall be the chief executive officer of the SVAS and shall, subject to the control of the Board, supervise and control the affairs of the SVAS and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of the SVAS, by these bylaws, or which may be prescribed from time to time by the Board. Unless another person is specifically appointed as Chairperson of the Board, the President shall preside at all meetings of the Board. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation of the SVAS, or by these bylaws, the President shall, in the name of the SVAS, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

## **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 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. 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. Accordingly, each year only half of the Directors will be elected.
- 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 Special Rules of Order, under Nomination and Election Procedures.

5) Each paid membership is allowed to cast only 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 a 2/3 vote 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. The purpose of any regular Board meeting need not be specified in the notice.

Special meetings of the Board shall be held upon seven (7) days' notice by first-class mail, personally, by telephone, or other electronic means such as e-mail or text message. If sent by mail or electronically, the notice shall be deemed to be delivered upon its deposit in the mail or upon the sending of the e-mail or text message. Such notices shall be addressed to each Director at his or her address as shown on current SVAS membership list. Notice of meetings shall specify the place, day and hour of the meeting. 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 upon the death, resignation, removal, disqualification, or otherwise, of any Board member. Vacancies also occur 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 Board vacancy, other than that of President, the President may appoint a replacement for the remainder of vacant term, and the appointed person must be ratified by a 2/3 vote of the Board.

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, convicted of a felony, or when the Director has missed 3 or more regular Board meetings in a prior 12-month period. This action requires a 2/3 vote of the Board. Any Board member removed from office is not eligible to run for office again until two years have passed from the date of their removal.

3) Any Board member may resign at any time by giving written notice to the Board, the President, or the SVAS Secretary. Any such resignation shall take effect at the date of receipt of such notice, or at any later date specified therein, and it shall not be necessary to accept the resignation 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 shall not appoint this committee or be a member of it – ex officio or otherwise. No Officer shall be a member of this committee. Any member on the nominating committee, may not be on the slate.

## **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**

Observatory Members must be at least 21 years old and have 6 months prior membership, when submitting their application. All memberships must be approved by the SVAS Board of Directors each year after dues are paid. Each member may only hold one SVAS membership, and carries one vote. No member shall hold more than one membership in the SVAS.

#### **General Members (GM)**

General Members in good standing have the right to vote on all SVAS business, participate in all SVAS official functions, and have unrestricted access to the outdoor observing areas on the SVAS property leased from the Forest Service. They have complete access to Henry Grieb Observatory (HGO), Robert J. Mathews Observatory (RJMO), and the use of observatory equipment, only during regularly scheduled SVAS star parties and special event days. However, this observatory access and equipment use is conditional; the Observatory Director, responsible Observatory Member, or trained Board Member must be present at all times to supervise, instruct, and assist General Members in observatory procedures.

#### **2) Observatory members (OM)**

Observatory Members have all the rights and privileges of a General Member. Additionally, they are granted unsupervised access to HGO and RJMO, and the use of observatory equipment, during non-scheduled SVAS event days. To qualify, they must complete observatory training with the Observatory Director, submit the signed training form along with their signed SVAS OM application and additional dues, to the SVAS Board for approval.

### **3) Student Members (SM)**

Student members have the same rights and privileges as a general member. They must provide a current student ID.

### **4) Honorary Membership**

Any SVAS member may be nominated for honorary membership status. This must be ratified by a simple majority vote of the Board or Membership quorum present at any regular meeting. Honorary members are simply 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 the annual dues payment is received. Membership is on an annual basis. New and 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 charged to apply for SVAS membership. There are no assessments.
- 2) The annual amount payable to the SVAS for dues, shall be updated from time to time by the Board. All memberships are calculated using July 1<sup>st</sup> of each year as the due date. June is membership renewal month, and non-paid memberships expire June 30<sup>th</sup> at midnight.

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

**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.**

- 1) SVAS membership 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. Termination will occur 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.

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) General harassment including but not limited to: the act of systematic and/or continued unwanted and annoying actions of one party or a group, including threats and demands. Contacting members/family members outside of meetings to degrade a member in a non-professional manner or to seriously annoy persistently. To create an unpleasant or hostile situation, not limited to uninvited, unwelcomed, verbal, or physical conduct.

d) Use of controlled substances during any Society function, or while in the use of any Society facility.

e) Violence, or threat of violence during any Society function, or while in the use of any Society facility.

f) Failure to abide by the Bylaws or Rules of the Society.

g) Any action of which the reputation of the Society in the community is threatened.

h) Any action that is disruptive of the mission and/or business of the Society.

i) Any act of discrimination in any form on these grounds by a member will not be tolerated and shall constitute grounds for suspension, sanctions, or expulsion.

j) A conflict of interest has been determined by a 2/3 vote of the Board.

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 Board will hold the hearing 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 March of each year at a location determined by the Board, for electing Officers and Directors and transacting other business as may come before the meeting. This annual meeting of members for electing Officers and Directors shall be deemed and referred to herein as an "Annual Meeting".

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

- 1) A membership quorum for a Annual Meeting of the membership shall be established if thirty percent (30%) of the total number of members in good standing are attending, calculated by the current January membership list. Official action may be taken by a 2/3 approval vote of a membership quorum present at any duly held General Meeting of the membership.
- 2) For the election of Officers and Directors, a simple majority of the membership quorum will suffice. If a membership quorum is not established, a simple majority Board vote will complete the election.

- 3) Forms of voting not allowed are: Proxy Voting, Absentee Ballot Voting, and Cumulative Voting.

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

Every act or decision completed by a 2/3 vote of a membership quorum present at a duly held Annual Meeting is considered the act of the members, unless the law or these Bylaws require a different 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.

All major membership actions, such as removal of an Officer or Board member, major purchases over \$100.00, amending the SVAS Special Rules or SVAS Bylaws, must be placed on the SVAS meeting agenda one-month prior to any vote. This is to ensure that the entire membership has the opportunity to review the proposed action before voting.

#### **ARTICLE 6. 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.

#### **ARTICLE 7. FISCAL YEAR**

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

#### **ARTICLE 8. AMENDMENT OF BYLAWS, SPECIAL RULES OF ORDER, AND ARTICLES**

Subject to any provision of law applicable to the amendment of Bylaws, Special Rules of Order, or Articles of a public benefit nonprofit corporation, these documents, or any part of them, may be altered, amended, or repealed by the Board or the Membership, and new documents adopted. It requires a 2/3 majority quorum vote, and a (30) day prior notice to the Membership. Notice may be given by mail, email, SVAS website, phone contact, or at a prior meeting, and a final copy of the changes must be made available.

The vote on amendment of the documents may be conducted by ballot, in person voting, vote by mail, or electronic voting.

Bylaws and Special Rules of Order concerning nomination and election procedures, may not be amended during the period beginning after the current calendar year November General Meeting, and ending after the following March Election Meeting.

**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: October 30, 2017 Kevin Heider, Secretary