

# Bylaws

Of  
**The Des Moines Astronomical Society, Inc.**

Ratified on this 10th day of April, 2010  
and corrected by vote on the 3<sup>rd</sup> day of September, 2011

## **ARTICLE I - Name**

The name of the organization shall be The Des Moines Astronomical Society, Incorporated (the "Society").

## **ARTICLE II - Purpose**

The purpose of the Society is to: • Secure the pleasure and benefits of an association of persons interested in amateur astronomy • Promote the science of astronomy • Encourage and promote activities of an astronomical nature • Foster observational, computational, technical, and creative skills in various fields of astronomy • Pursue activities with other amateurs and professionals • Educate the public.

## **ARTICLE III - Membership and Dues**

Any person with an interest in astronomy may be admitted to membership. The Society does not discriminate on the basis of race, gender, ethnicity, sexual orientation, religion, creed, age, language, national origin, genetics, disabilities, or physical characteristics. Membership categories shall be as follows:

Individual (*18 years and over*)  
Family  
Associate  
Lifetime Individual (*18 years and over*)

The dues schedule shall be recommended by the Board and approved by the members. Dues schedule shall be published on the membership application form. A member may be dropped from membership by two-thirds majority vote after a show of due cause as determined by the Board. Associate Members do not have voting status and shall not have unsupervised access to the observatory but shall receive all communications from the Society.

## **ARTICLE IV - Honorary Membership**

The Society shall have a membership classification of "Honorary Member" to honor and recognize individuals who have made significant contributions to the science of astronomy. An honorary membership is a permanent membership and subject to approval by the members. Honorary membership in and of itself confers neither voting privilege nor unsupervised access to the observatory. Honorary members are recognized on a plaque located in the observatory.

## **ARTICLE V - Meetings and Procedures**

**Section I, Meetings** – Regular monthly meetings shall normally be held on the first Saturday of each month, except July. Time, date, and location may be changed by the President or presiding officer, if necessary. Special meetings may be requested by the President or ten members with three days notification to members. Members will be notified by mail or electronic means. Subject matter is limited at special meetings.

**Section II, Parliamentary Procedure** – The Society shall attempt to reach decisions through consensus but when necessary will utilize Robert's Rules of Order.

## **ARTICLE VI - Voting and Quorum**

Voting is limited to those who have paid their current dues. Each member present at a general meeting is entitled to one vote. Family memberships are entitled to two votes provided each vote is cast by a unique member eighteen years of age or older present and voting at a general meeting. A quorum shall be no less than ten voting members.

## **ARTICLE VII - Board of Directors**

**Section I, Board** – The Society shall have a Board of Directors (the “Board”) consisting of Officers and up to three Directors-at-Large. All members of the Board are Directors of the Corporation.

**Section II, Officers** – The Officers of the Society shall be: President, Vice-President, Observatory Director, Secretary, and Treasurer.

**Section III, Duties** – The Board shall meet at least quarterly. General management of the Society affairs shall be vested in the Board. The Board shall review and present the annual proposed budget to the membership at the December general meeting. The Board shall release financial records to the public as appropriate.

**Section IV, Indemnification** – Directors are hereby indemnified by the corporation from liabilities of the corporation except where a Court of competent jurisdiction determines commission of intentional misrepresentation or fraud on the part of a Director or Directors. With this provision, it is the intent of the corporation to hold blameless and make immune the incorporators and the Board of Directors, its officers and Members-at-Large, and its authorized assignees from any liabilities that might accrue in furtherance of their legitimate management activities including.

## **ARTICLE VIII - Duties of Directors**

**Section I, President** – The President shall preside at all general and board meetings and call additional meetings if required. The President shall promote reasonable conduct in discussion, and ensure votes are taken when appropriate, according to the Bylaws. The President may appoint additional committees not otherwise provided for, and shall be an ex-officio member of all committees. The President may appoint various non-officer positions for periods of time determined by the President in consultation with the Board. The President shall be chairperson of the Board.

**Section II, Vice-President** – The Vice-President shall preside in the absence or inability of the President to preside, and otherwise at the discretion of the President.

**Section III, Observatory Director** – The Observatory Director shall be chairperson of the Observatory Committee and shall appoint members to comprise the Committee. The director shall be responsible for general oversight and maintenance of observatory equipment; scheduling and directing activities associated with the observatory; coordinating such activities with the Board, committees and members of the Society; maintaining an inventory of equipment; keeping related records and making such records available to **the Board and general membership upon reasonable notice**.

**Section IV, Secretary** – The Secretary shall keep minutes of the general and board meetings; will be responsible for keeping and distributing or posting a copy of updated Bylaws each year in November and will serve as the registered agent for the State of Iowa. The Secretary shall be responsible for keeping papers pertinent to the Society business, including one copy of each newsletter and a current roster of the members **and make all records available to the Board and general membership upon reasonable notice**. The Secretary shall assume the role of newsletter editor, but may delegate this duty or appoint persons to assist.

**Section V, Treasurer** – The Treasurer shall keep an accurate account of all financial transactions of the Society. This includes but is not limited to: the receipt of membership dues; payment of bills justly incurred by the Society; handling of members' subscriptions to publications covered in group agreements between the Society and publishers; and forwarding of Society dues to organizations of which the Society is a member. The Treasurer shall keep records according to general accounting procedures, and shall make all financial records available to the Board and general membership for their review upon reasonable notice. The

Treasurer shall arrange for an annual audit. The Treasurer shall submit for review to the Board, an annual financial report for the current year and an estimated budget for the following year at the November meeting. Any major change in structure of account(s) requires consultation with the Board. The Treasurer shall be bonded. The Society shall underwrite the bond.

**Section VI, Directors-at-Large** – Members-at-Large shall assume responsibilities at the discretion of the President.

## **ARTICLE IX - Election of Directors**

**Section I, Term** – Directors shall be elected to a term of one year and shall be eligible for re-election.

**Section II, Elections** – Elections shall be held annually. The Nominating Committee shall present a list of nominees for elective positions at the October meeting, and members may submit additional nominees until the close of nominations at the November meeting. If there is no more than one nominee for each office at the close of nominations, elections may be held by acclamation by the majority of members present. Otherwise, voting shall be by secret member-wide ballot distributed by the President or an appointee of the President to members no later than November 15 and returned by the December meeting. Votes will be tallied at the December meeting by two appointed individuals who are neither running for office nor serving in an elected position. The new Board members will begin serving at the January meeting.

**Section III, Vacancy** – If the office of the President becomes vacant, the Vice-President shall become President. In the event that the positions of both President and Vice-President become vacant between regular elections, the remaining members of the Board shall solicit candidates for those positions. Candidates shall be presented to the general membership for elections at the following or earliest possible general meeting. If an office other than President becomes vacant between elections, the Board shall appoint an eligible member to fill the vacant position for the remainder of the term. In any other circumstance, the Board will hold elections.

**Section IV, Removal** – Directors may be removed by two-thirds majority vote after a show of due cause as determined by the Board.

**Section V, Tie** – In the event of a tie, the race will be decided by lottery.

## **ARTICLE X - Committees**

**Section I, Observatory Committee** – The Observatory Committee shall consist of members appointed by the Observatory Director. The Committee shall establish policies and instructions relating to use of the observatory equipment, shall serve as the certifying body for users of the observatory, and shall instruct members in the proper care and use of the Society's equipment prior to certification. Certification may be revoked by agreement of the Observatory Committee and, after said action by the Committee, by approval by two-thirds majority vote of the general members. The Committee shall present proposals of major consequence to the Society for action. The Committee shall not be financially responsible for any damaged equipment, but will be responsible for seeing that equipment is maintained and repaired and costs properly assessed.

**Section II, Nominating Committee** – The Nominating Committee shall consist of three members appointed by the Board. The Nominating Committee shall recommend a list of nominees for elective positions. Members of the Committee may nominate themselves. Such recommendations are to be presented as information to the Board prior to the general meeting at which nominations are held. The Nominating Committee shall seek and obtain the consent of the nominees prior to the general meeting. The general membership shall be given one to two months notice in advance of the election.

**Section III, Additional Committees** – Additional committees may be formed as deemed necessary.

## **ARTICLE XI - Announcement of Board and Committee Meetings**

Board and Committee meetings shall be announced in a general meeting and/or electronically and/or in a newsletter at least seventy-two hours in advance. Any change from the scheduled Board or committee meeting date announced or published, requires at least a seventy-two hour notice prior to the meeting date. Meetings that are cancelled or added require at least a seventy-two hour electronic notice prior to the scheduled meeting, except in the case of emergencies or inclement weather. Members of the Society may attend the meetings of the Board and committees. Summary minutes of all Board and committee meetings shall be posted electronically or made available from the Secretary upon request.

#### **ARTICLE XII - Disbursement and Use of Society Funds and Property**

All funds secured by the Society, from membership fees, donations, or any other sources, shall be used expressly for activities of the Society. Any policy on investment of society funds will be recommended by the Board and approved by the membership. Under no circumstances other than reimbursements for approved or budgeted expenses will any of the funds of the Society inure to any member of the Society or its officers or directors.

Expenditures from the Society funds for urgent or extraordinary needs, not specifically budgeted by the Society, may be made or authorized by the President up to and including \$250.00 each month. Such expenditures shall be reported at the next general meeting following the close of the month. At any general meeting members may vote to terminate continuing expenditure of funds under the President's discretion for specific items or projects. Amount for projects to be authorized by the President exceeding \$250.00 shall be approved by majority vote of members present at a general meeting prior to use of any funds. All payments from funds require receipt.

#### **ARTICLE XIII - Sale or Purchase of Equipment**

The sale or purchase of capital equipment must be approved by two-thirds majority vote at a general meeting prior to the transaction.

#### **ARTICLE XIV - Fiscal Year**

The fiscal year shall be from January 1 to December 31.

#### **ARTICLE XV - Legal Status**

The Des Moines Astronomical Society, Incorporated, is established as an Iowa non-profit corporation under Iowa Code 504 revised, and under U.S. Internal Revenue Code Section 501(c)(3).

#### **ARTICLE XVI - Dissolution of Society**

Should the Society dissolve or cease to function, all remaining assets shall be donated under the guidance of the Board to an Iowa college, University, or science-oriented organization, with the provision that any beneficiary must be a non-profit organization, unless the sale of equipment is required to pay off any debts.

#### **ARTICLE XVII - Amendments**

These Bylaws may be amended by two-thirds majority vote at a general meeting, provided that the proposed amendment(s) have been distributed to the membership in print and/or electronically not less than fourteen days prior to the meeting at which action is to be taken.