

The Charlottesville Astronomical Society Bylaws

ARTICLE I

Section 1. Name:

The name of this Organization shall be the **Charlottesville Astronomical Society** (CAS), hereinafter referred to in these Bylaws as “the Society”.

Section 2. Purpose:

The Society is a non-profit Group promoting astronomy and related space sciences as a hobby for people of all ages in the Piedmont section of Central Virginia. The goals are to bring people together having a common interest in astronomy, promote public education, observe the night sky, foster a sense of community, and share knowledge of astronomy related topics among all Society Members. The Society also seeks to promote the education of its Members, as well as the general public, on astronomy, the need for dark skies, and light pollution issues as they affect our environment. The Society actively seeks new Members at all levels of experience from novice to professional observers.

The Future Astronomers, hereinafter referred to as Futures, exists within the Society to serve the needs of 18 years of age or younger. The Futures purpose is to introduce its membership to astronomy, safe operation of astronomical instruments and related matters.

Motto: “Promoting the Enjoyment of Observing and Learning for All”

Section 3: Organization:

CAS is a not-for-profit organization. In order to mitigate any risk to our 501C.3 status, CAS cannot "sponsor" any "for-profit" events. CAS liability is limited to CAS sponsored events.

ARTICLE II

Section 1. General Membership:

Anyone interested in astronomy may become a Member of the Society upon completing an application form, payment of dues, and by complying with other requirements for Membership as specified in these Bylaws or as specified by the Executive Council. Becoming a dues paying Member of the Society is a requirement prior to receiving benefits and/or privileges of Society Membership. Such benefits shall include, but not necessarily be limited to, access and use of the Society astronomical library, use of any of the Society’s observing equipment designated by the Executive Council for loan, entry to special observing sessions for Members during the course of the year, as well as training and certification on the UVA McCormick 26" □ Refractor.

Section 2. Dues:

The dues for General Membership shall be set by a $\frac{2}{3}$ vote of the Executive Council and changed from time to time as the need arises. A $\frac{2}{3}$ vote of the Members represented at a General Meeting is required

to ratify any dues increase. Notice of a proposed dues increase ratification vote shall be announced at least 30 days prior to the vote.

Membership dues for Elementary, Middle, and High School Science Teachers: First year membership is free; Second year and thereafter, dues revert to the normal schedule for the categories as shown on the CAS membership application.

There is no dues requirement for membership in Futures.

Section 3. Types of General Membership:

Individual Memberships: Individual Membership, defined as a person 18 years of age and over, upon payment of dues, shall enjoy the full privileges of the Society including the right to vote (one vote per Member) at any General Meeting as specified under Article IV, Section 6.

Family Memberships: Family Memberships shall assume two adults (defined as over the age of 18) and their children (age 18 or younger), upon payment of dues, and shall enjoy the full privileges of the Society, including the right to vote (two votes per Family Membership) at any General Meeting as specified under Article IV, Section 6.

Futures: Futures function under the auspices of the Futures Director. Futures members function within Futures only.

Other Memberships: Seniors (defined as age 65 or over), Students (defined as under the age of 23 and enrolled in school) and all Military personnel (defined as Active Duty Personnel serving their Country), upon payment of dues, shall enjoy the full privileges of the Society, including the right to vote (one vote per Membership) at any General Meeting as specified under Article IV, Section 6.

The current annual dues levels for all Memberships listed above can be found on the Society's website. Dues are payable on an annual basis every December for existing Members in all categories. For new Members joining during the program year the full Membership fee is required when joining, unless the new Member joins in the Last Quarter of the Calendar Year, whereby the full amount paid will be permitted to extend over and cover the following new program year.

ARTICLE III

Section 1. The Executive Council of the Society:

The Executive Council of the Society consists of four (4) elected Officers of the Society by a simple majority vote of the General Membership (President, Vice-President, Secretary and Treasurer), as well as up to ten (10) Members at Large appointed by the President. Elected and appointed Members of the Executive Council shall hold office for a term of one year until their successors are elected or appointed.

The Executive Council shall meet at least twice annually, or more frequently if the President or a $\frac{2}{3}$ majority of the Executive Council Members calls an Executive Council Meeting. Unless otherwise stipulated in the Bylaws, a simple majority will be sufficient to pass business matters before the Council.

Elected Members of the Executive Council shall be permitted to run for reelection to any particular office on an annual basis with no implied or required total term limitation. However, Members at Large serve only at the pleasure of the President.

Section 2. General Duties of the Executive Council:

The duties of the Executive Council Members shall include: preparing and proposing the annual budget and Membership dues; setting the agenda for the annual business meeting; annual review of the Bylaws so they are up-to-date and consistent, providing general guidance for club development, community outreach, and local publicity; and helping the Society's Officers by providing long-range policy and program planning on astronomy topics, as well as dark skies and light pollution issues as it affects our environment.

Section 3. Duties of Officers:

All Officers: Officers are responsible for the day-to-day execution of club affairs, including management of club resources, planning and executing events, and providing services and opportunities for the club membership. Officers are also responsible for Members' personal contact information, which will not be disclosed by the Officers except by a member's explicit consent.

Specific duties of each officer are as follows:

President: The President is the Chief Executive Officer of the Society. The President is the primary point of contact for interviews relating to all publicity matters. The President presides over all General Meetings, calls the Executive Council into session, and chairs the Executive Council. The President shall develop and coordinate all program presentations at the General Meetings. The President shall form or abolish Standing committees, create or abolish other positions, appoint the Futures Director, and make all appointments to these committees and positions as needed to conduct Society business. The President shall be a Member ex-officio of all committees with the exception of any ad hoc Nominating Committee. He/She may appoint a Parliamentarian for any Society meeting if there is a

recognized need. The President is responsible for overseeing the performance of his/her appointees. The President, at his/her discretion, may delegate some of his/her authority. In the absence of the Vice-President, the President shall appoint another person to coordinate all Society observing sessions. In the absence of the Secretary, the President shall appoint another person to take Minutes of General or Executive Council Meetings.

Vice-President: The Vice-President is designated as the Society's Observing Director and, as such, shall organize, schedule, and coordinate all Society observing sessions throughout the year, as well as social gatherings. The Vice-President shall be the prime contact point and liaison with other astronomy clubs as needed. The Vice-President shall also coordinate CAS property to ensure all Society observing equipment is accounted for and available only to dues paying Society Members on an "as needed" basis. The Vice-President shall also be permitted to hold an appointed Member at Large position if the President agrees. In the event the President is unable to fulfill his duties, the Vice-President shall assume the duties of the President. It shall also be the duty of the Vice-President to provide thank you correspondence to all speakers as well as to acknowledge and thank any and all donations to the Society.

Secretary: At the direction of the presiding officer, the Secretary shall keep and maintain the minutes of Executive Council Meetings and General Meetings; maintain an up to date email and address list of all General Members, maintain official club records, and, at the direction of the presiding officer, the Secretary shall correspond with other organizations and individuals.

Treasurer: The Treasurer shall receive all funds and maintain complete and current financial records for the Society. The Treasurer shall be able to make payments on behalf of the Society for any expenses up to and including \$200 at any time. If an expense exceeds \$200, the Treasurer shall first obtain prior approval, by vote of a simple majority from the other three elected Officers of the Society. Expenses may include donations in appreciation of an individual or organizational contribution to the Society. Expenses in the approved annual budget require no further approval. The Society is registered with the Internal Revenue Service as a 501(c)3 entity. Expenses shall be consistent with maintaining 501(c)3 status. The Treasurer shall maintain complete and current records of all dues paying Members and shall notify all dues paying Members at least 30 days prior to their Membership expiration. The Treasurer shall give a written annual report and other reports of financial status, either orally or in written form, as required by the Executive Council. The Treasurer may appoint assistants to serve at his/her discretion. The Treasurer shall maintain a segregated bank account for Futures funds. Expenditure of Futures funds is performed by the Treasurer and is at the discretion of the Futures Director only.

Members at Large: Members at Large, appointed by the President shall be confirmed by a simple majority vote of the General Membership at the annual Business meeting. These Members at Large shall, for example, serve the Society in such areas as Newsletter Editor, Librarian, Historian,

Webmaster, Public Outreach and Education, liaison with the International Dark Skies Association, and any other such groups. Members at Large will be appointed shortly after the annual election of the new President at the November General Business Meeting and shall be confirmed by the General Membership at the December General Business Meeting.

Section 4. General Elections:

At the September General Meeting, the President shall announce to the General Membership that elections for Officers will occur at the November General Meeting. At the October General Meeting, those Members interested in a particular office in the Society shall declare his or her candidacy for that Office. The Society Officers shall be elected annually at the November General Business Meeting. From October, the Nominees names shall be announced publicly at least 30 days prior to the election meeting. Any Member who has been a Member for one year, and is a paid Member in good standing, may run for office. All Members of the Executive Council must be at least 18 years of age.

A Member may simultaneously hold two or more elected or appointed positions on the Executive Council if necessary, and shall have votes based on the number of positions held. After the Election in November, the newly elected Officers shall be introduced to the General Membership. Newly elected Officers of the Executive Council shall take office on the first day of December following their election at the November General Business Meeting.

Section 5. Vacancies on the Executive Council:

In the event an elective office is not filled or is vacated, the remaining Members of the Executive Council shall, by majority vote, appoint a Member in good standing to fill that office until the next annual General Business Meeting in November or until a successor is elected by the General Membership. Any Executive Council Member in good standing who vacates his/her office before the end of his/her term may vote on the appointment of his/her replacement. If by reason of death, resignation, or otherwise, the Society has no Executive Council Members in office, any Member may call a special meeting of the General Membership for the purpose of electing an Executive Council who shall then hold office until the next annual General Business in November and until their successors are elected by the General Membership.

Section 6. Removal of Members and Officers:

A. Causes:

Any Member or Officer may be dropped or expelled from the Society for any of the following reasons:
Willful misuse of Society property.

Willful disregard for his/her own safety or the safety of others while on Society sponsored activities.

Conduct detrimental to the Society and constituting misfeasance, malfeasance, or nonfeasance.

B. Removal of Members:

By a $\frac{2}{3}$ vote of all the Executive Council, any Member may be removed from the General Membership of the Association. Before the Executive Council takes a final vote to remove a Member, the Executive Council shall follow the guidelines set up in the Disciplinary Procedures Chapter(s) of the latest edition of Robert's Rules of Order, Newly Revised, and the Council shall send a written letter announcing the vote to the Member in question at least 10 days prior to the final vote.

C. Removal of Officers:

By a $\frac{2}{3}$ vote, the Executive Council, following the guidelines set up in the Disciplinary Procedures Chapter(s) of the latest edition of Robert's Rules of Order, Newly Revised, may remove one of its own Members from office. Prior to the final vote for removal, the Executive Council may by a $\frac{2}{3}$ vote suspend the voting rights and powers of office of the Member in question. This suspension period shall not last for more than 30 days and by the end of this period, the Executive Council must by a $\frac{2}{3}$ vote remove the Member in question from the Executive Council or the Member in question shall be restored to full voting status and to his/her original office on the Executive Council. Before the Executive Council takes a final vote to remove the Member in question from the Council, the remaining Members of the Council shall send a written letter announcing the vote to the Member in question at least 10 days prior to the final vote.

D. Removal of Appointees:

By a $\frac{2}{3}$ vote of the Executive Council, any appointee may be removed from office. Appointees also are subject to dismissal at any time and for any reason by the President.

E. Appeals:

If the Executive Council votes to remove an Officer or to expel a Member, that person may appeal to the General Membership for reinstatement. A vote shall be taken in a General Meeting at least 30 days after an announcement to the general membership. Reinstatement shall require a $\frac{2}{3}$ vote of the General Membership present at the meeting. In the interim, the vote of the Executive Council shall remain in effect.

Section 7. Nonpayment of Dues:

Any Member shall be automatically dropped from the Society for dues 60 days or more in arrears.

ARTICLE IV

Section 1. General Meetings:

The Charlottesville Astronomical Society shall meet the first Wednesday of each month as determined by the Executive Council. General Meetings shall be announced to the general membership at least 30 days in advance.

Section 2. Rules:

The latest edition of Robert's Rules of Order, Newly Revised shall be the governing parliamentary law in all matters in which it applies, except as provided in these Bylaws and any Special Rules of Order by the Society.

Section 3. Amendments:

Amendments to these Bylaws shall only be made upon a $\frac{2}{3}$ vote of approval of the General Membership present at any General Meeting provided the requirements of Article IV, Section 6A, are met and with prior approval of the Executive Council. Notice of a proposed Bylaws Amendment vote shall be announced at least 30 days prior to the vote.

Section 4. Special Meetings:

Special Meetings may be called from time to time by the President and/or the Executive Council and announced to the general membership.

Section 5. Motions:

Any Member of the Society may bring items of business before the Executive Council at any regularly scheduled General or Executive Council Meeting.

Section 6. Voting:

A. General Meetings:

The Members present at a General Meeting shall constitute a quorum and shall be eligible to vote on any issue, provided prior notice is given at least 30 days in advance to all Members of the Society. Except where these Bylaws require a $\frac{2}{3}$ vote, a simple majority vote by a show of hands of Members represented at the General Meeting shall carry all motions.

For a given ballot and for the offices of President, Vice President, Secretary, and Treasurer, Society Members may cast only one vote for each office.

B. Executive Council Meetings:

The Members serving and actually present on the Executive Council shall constitute a quorum for a meeting of the Executive Council.

C. Initiatives, Modifications, Vetoes, and Recalls by the General Membership:

The General Membership may initiate a vote on any matter other than Bylaws Amendments, modify or veto a decision by the Executive Council, or recall any officer by first presenting the President with a petition signed by ten percent of those Members with voting rights. Second, the petition must clearly spell out the reason for requesting a vote of the General Membership at the top of the form where it can be ready by Member signing below. Third, upon verification of the petition signatures, a vote shall be held at the next General Meeting following an announcement at least 30 days prior to the vote. Passage of an initiative, modification, veto or recall effort by the General Membership shall require a $\frac{2}{3}$ vote of all Members present at a General Meeting. Fourth, a $\frac{2}{3}$ vote of the General Membership shall supersede any decision of the Executive Council.

ARTICLE V

Distribution of Assets After Termination: In the event of dissolution of the Society, all assets then belonging to the Society shall be assigned and turned over, at no cost, to a similar amateur astronomy organization somewhere in Virginia for the continued use, enjoyment and education by the public for amateur observing. The recipient amateur organization shall be selected by $\frac{2}{3}$ vote of the Executive Council and the Society's President shall then present all assets to the recipient organization.

Approved by CAS Executive Council Members November 5, 2010

Amended and Ratified by General Membership November 5, 2010.

Dues Amended April 2, 2016

Amended and Ratified by General Membership February 1, 2023.