



Miami Valley Astronomical Society BY- LAWS

Set forth by the Membership of the Miami Valley Astronomical Society on the Twelfth Day of January, Nineteen Hundred and Seventy Nine, A.D.

ARTICLE I - Name

The name of this organization shall be the Miami Valley Astronomical Society.

ARTICLE II - Purposes

The purposes of this Society, in keeping with its Articles of Incorporation, shall be to promote and diffuse knowledge related to the science of astronomy by such means as may be adopted from time to time. The science of astronomy shall be interpreted to include general astronomy, the physical sciences, telescope making, photography and all other related subject matter areas as they pertain to the science of astronomy. The general functions of the Society will be those formally included in astronomical societies, clubs, leagues, associations, and the like.

ARTICLE III - Membership

1. *Eligibility* - Any person who is in sympathy with the objectives of the Society shall be eligible for membership.
2. *Classification* - Membership shall consist of Honorary Members, Life Members, and such other classes as may be from time to time authorized by the Board of Trustees.
3. *Expiration date* - The Expiration date of the various member classes shall be determined in accordance with a schedule prepared by the Board of Trustees, which schedule may be changed not less than three months prior to the calendar year to which the change applies. *(passed on 14 Sept. 2007)*
4. *Permanent Memberships* - Honorary Memberships and Life Memberships are permanent memberships and are for natural persons only.
5. *Dues* - Dues of the various membership classes shall be determined in accordance with a schedule prepared by the Board of Trustees, which schedule may be changed not less than three months prior to the calendar year to which the change applies.
6. *Privileges* - All members eighteen years of age or older shall have the right to vote. A member who is other than a natural person shall exercise any voting privileges through an official representative, who shall have one vote. Only members whose dues are fully paid shall be entitled to vote, run for office or nominate other Society members for office. Other privileges of all classes of membership will be set forth by the Board of Trustees in the Schedule of Dues.
7. Any member who meeting shall default in the payment of annual dues after a grace period in accordance with a schedule prepared by the Board of Trustees after which that member shall become a non- member, which results in the forfeiture of tenure and privileges granted by membership. *(passed on 8 Aug. 2008)*
8. *Resignation* - Any member in good standing may resign by presenting such resignation in writing to the secretary.
9. *Expulsion* - Any member may be expelled for just cause by a two-thirds vote of the membership present and voting at any regular or called meeting. A statement of charges in writing and a fair opportunity for a hearing in their defense must have been provided prior to such meeting.

ARTICLE IV - Board of Trustees

1. *Responsibilities* - Responsibilities for carrying on the work of the Society shall be delegated to the Board of Trustees by the members of the Society. The Board shall have the authority to do the following:
 - a. Determine and carry out the program and policies of the Society.
 - b. Hold the title in and to the monies and all other property belonging to the Society; no investment of the Society's funds and no sale of the Society's property shall be made without the affirmative vote of two-thirds of all members of the Board of Trustees and a subsequent affirmative vote by the membership as per Article V.
 - c. Approve all contracts or leases and control operating funds.
 - d. Prescribe rules governing an election and appoint tellers to conduct it.
 - e. Select additional members of the Board of Trustees, no more than five of whom shall be in office at any one time. Appointments to the Board of Trustees shall terminate at the next annual meeting.
 - f. The Board of Trustees shall be empowered to enter into indebtedness only to the extent of and not to exceed the cash assets of the Society unless so authorized by a two-thirds vote of the membership.
 - g. The Board of Trustees shall determine those matters to be submitted to the members of the Society for review and discussion and those matters to be submitted for vote. The Board shall accept the action of the members on those matters submitted for vote, and shall be guided by the discussion of the members on matters submitted for discussion only.
2. *Number* - The Board of Trustees shall consist of seven elected members, the immediate past president, and not to exceed five additional members appointed by a majority of the elected members present and voting.
3. *Election of Trustees* - Any member eighteen years of age or older and in good standing shall be eligible for election to the Board of Trustees. This election will take place at the annual election meeting. At each election, three Trustees shall be elected for a term of two years each. In case of a tie between candidates, the decision shall be made through lots cast by the chairman of the tellers; the candidate to whom the lot falls shall be elected. The membership may authorize the secretary to cast a ballot for a candidate or for a slate of candidates.
4. *Term of Office* - The term of office for the members of the Board of Trustees shall begin at the annual meeting for elected members or at the meeting at which they are appointed and qualified.
5. *Officers* - The officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer.
6. *Election of Officers* - All officers shall be elected annually by the Board of Trustees from its membership at the annual election meeting and will assume office at the next annual meeting. Officers shall hold office for one year or until their successors shall have been elected and qualified. Officers of the Board of Trustees shall serve as Officers of the Society.
7. *Vacancies* - Any vacancy occurring in the Board of Trustees may be filled only by appointment by the Board of Trustees for the remainder of the calendar year in which the vacancy occurs. At the next annual election meeting, the remainder of the unexpired term will be filled by election by the membership.
8. *President and Vice President* - The President of the Society shall preside at all meetings of the Society and at all meetings of the Board of Trustees, shall be an ex officio member of all committees, shall coordinate all activities of the Society, and be the chief executive officer of the Society, and shall with the Secretary sign contracts and leases approved by the Board of Trustees. In the event of the absence of the President at a meeting of the Society or the Board of Trustees, the Vice President shall preside. If both are absent, a *chairman pro tempore* may be elected.

9. *Secretary* - The Secretary of the Society shall have general charge of the correspondence, minutes, and records of the Society and its Board of Trustees, and shall be Secretary of the Board of Trustees, and shall with the President sign contracts and leases approved by the Board of Trustees.
10. *Treasurer* - The Treasurer of the Society shall, in the name of the Society, receive, hold, invest and distribute the funds of the Society in such manner only as the Society may vote or as the Board of Trustees may direct. The Treasurer shall keep a complete and true record of all monies and securities of the Society and shall enter all receipts and expenses in account books. The Treasurer shall be required to give a financial report at every business meeting. Such records and books shall be the property of the Society. The Treasurer shall be the custodian of all papers relating to the title to property owned by the Society. The Treasurer shall render to the Society at its annual meeting, a report showing receipts and disbursements for the previous year, in such detail as to give a fair idea of the character of the business transacted. An annual audit shall be made by a committee appointed by the President. The Treasurer shall present a proposed budget for modification, if necessary, and approval by the Board of Trustees by the second business meeting of the calendar year. The Treasurer shall annually prepare and submit all required tax information and financial reports to the requisite authorities by the required deadlines.
11. *Removal from Office* - Any Trustees, who shall be absent from three or more consecutive meetings of the Board of Trustees and/or business meetings of the Society; or shall be absent from more than six meetings of the Board of Trustees and/or business meetings of the Society during the calendar year, may be removed from the Board of Trustees. If a Trustee is removed from the Board of Trustees for absenteeism and wishes to appeal their removal, the Trustee may do so at the next regularly scheduled business meeting at which they must receive a two-thirds vote of the members present and voting for reinstatement onto the Board of Trustees. Any elected or appointed Trustee or Officer may be removed from office for cause by a two-thirds vote of the members present and voting at any annual or regularly scheduled meeting of the Society. A statement of charges in writing and a fair opportunity for a hearing in their defense must have been provided prior to such voting.

ARTICLE V - Property

Title in and to the money and all other property belonging to the Society shall be vested in the Board of Trustees, who may divest themselves of same as they deem advisable or as directed by the vote of the Society; provided, however, that no real property nor major item of equipment, e.g. telescope, may be disposed of by the Board of Trustees, by gift, sale, trade or otherwise, except as directed by a two-thirds vote of the membership present and voting at any regular or called meeting.

ARTICLE VI - Dissolution

Upon dissolution of the Corporation, the Trustees shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as any exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), as the Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Courts of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - Meetings

1. *Annual Meeting* - The annual meeting shall be the first meeting of each calendar year, except that if no meeting is scheduled for January, one must be called for the purpose of an annual meeting and the installation of the Board of Trustees.
2. *Annual Election Meeting* - The annual election meeting shall be the regular meeting of the Society in November for the purpose of holding elections to the Board of Trustees. If no meeting is scheduled for November, one must be called for the purpose of electing members to the Board of Trustees.
3. *Other Meetings* - Meetings shall be held according to a schedule thereof as may be adopted from time to time by the Society. The President may call a meeting at any time. Any five members may petition the President for and have a meeting called at their request.

4. *Business* - Business shall be conducted only at meetings of which the members have had advance notice, as by previously adopted schedule for meetings or otherwise.
5. *Quorum* - A quorum for any meeting of the Society shall be ten members. A quorum the Board of Trustees shall be four members of the Board of Trustees.

ARTICLE VIII - Committees

There shall be committees appointed by the President as may be necessary to carry out the functions of the Society. The following standing committees shall be appointed at the beginning of each year to provide for effective performance of society functions: Qualifications, John Bryan Observatory, and Apollo Rendezvous.

ARTICLE IX - Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised, shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation, By-Laws, or special rules of the Society.

ARTICLE X - Amendments

These By-Laws may be amended, added to, modified, or repealed at any regular or called meeting of the Society by a two-thirds vote of the voting members in good standing present, provided a quorum is present and providing that the amendment has been proposed and read at the preceding meeting.

CHANGE LOG

1	20 Sep 2013	4:28 PM	Ratified after second reading and vote at the General Meeting on 09 Aug 2013.
	<u>Revised Article IV, Section 2 – Number to read:</u> “The Board of Trustees shall consist of seven elected members, the immediate past president, and not to exceed five additional members appointed by a majority of the elected members present and voting.”		
	<u>From the original text:</u> “The Board of Trustees shall consist of nine elected members, the immediate past president, and not to exceed five additional members appointed by a majority of the elected members present and voting.”		
2	15 Sep 2018	10:50 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
	<u>Revised Article III, Section 6 – Privileges to read:</u> “All members eighteen years of age or older shall have the right to vote. A member who is other than a natural person shall exercise any voting privileges through an official representative, who shall have one vote. Only members whose dues are fully paid shall be entitled to vote, run for office or nominate other Society members for office. Other privileges of all classes of membership will be set forth by the Board of Trustees in the Schedule of Dues.”		
	<u>From the original text:</u> “All members eighteen years of age or older shall have the right to vote. A member who is other than a natural person shall exercise any voting privileges through an official representative, who shall have one vote. Only members whose dues are fully paid shall be entitled to vote, run for office or nominate other club members for office. Other privileges of all classes of membership will be set forth by the Board of Trustees in the Schedule of Dues.” <i>(passed on 14 Dec. 2007)</i>		
3	15 Sep 2018	11:08 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
	Deleted Article III, Section 7 – <i>Junior Activities Group</i> in its entirety		
	<u>From the original text:</u> Junior Activities Group a) <i>Eligibility</i> - Any member of the Society in good standing who is seventeen years of age or under may participate in the activities of the Junior group. b) <i>Privileges</i> - Junior members of the Society shall have all privileges of other members of the Society except the right to vote at meetings of the Society, excepting the officers of the Junior group and Trustees, not of which to exceed five in number, who shall have the right to vote at meetings of the Society. (1) The Junior group shall have the right to conduct regular meetings, elect officers of and from their group, and devise a set of governing rules for their group. These governing rules must be compatible with the by-laws of the Society and are subject to the approval of the Society Board of Trustees. c) <i>Junior Advisor</i> - A member of the Society, eighteen years of age or older, shall be appointed annually by the Board of Trustees as Junior Advisor. This appointment is to be made with the advice and consent of the Junior group. The Junior Advisor shall advise and counsel the activities of the Junior group and be responsible for all monies allocated to or earned by the Junior group.		
4	15 Sep 2018	11:20 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
	<u>Revised Article III, Section 10 – Expulsion to read:</u> “Any member may be expelled for just cause by a two-thirds vote of the membership present and voting at any regular or called meeting. A statement of charges in writing and a fair opportunity for a hearing in their defense must have been provided prior to such meeting .”		
	<u>From the original text:</u> “Any member may be expelled for just cause by a two-thirds vote of the membership present and voting at any regular or called meeting. A statement of charges in writing and a fair opportunity for a hearing in his defense must have been provided prior to such hearing .”		

5	15 Sep 2018	11:30 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
	<u>Revised Article IV, Section 1 – Responsibilities, Item (b) to read:</u> “Hold the title in and to the monies and all other property belonging to the Society; no investment of the Society’s funds and no sale of the Society’s property shall be made without the affirmative vote of two-thirds of all members of the Board of Trustees and a subsequent affirmative vote by the membership as per Article V. ”		
	<u>From the original text:</u> “Hold the title in and to the monies and all other property belonging to the Society; no investment of the Society’s funds and no sale of the Society’s property shall be made without the affirmative vote of two-thirds of all members of the Board of Trustees.”		
6	15 Sep 2018	11:36 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
	<u>Revised Article IV, Section 3 – Election of Trustees to read:</u> “Any member eighteen years of age or older and in good standing shall be eligible for election to the Board of Trustees. This election will take place at the annual election meeting. At each election, three Trustees shall be elected for a term of two years each. In case of a tie between candidates, the decision shall be made through lots cast by the chairman of the tellers; the candidate to whom the lot falls shall be elected. The membership may authorize the secretary to cast a ballot for a candidate or for a slate of candidates.”		
	<u>From the original text:</u> “Any member eighteen years of age or older and in good standing shall be eligible for election to the Board of Trustees. At each election, three Trustees shall be elected for a term of two years each. In case of a tie between candidates, the decision shall be made through lots cast by the chairman of the tellers; the candidate to whom the lot falls shall be elected. The membership may authorize the secretary to cast a ballot for a candidate or for a slate of candidates.”		
7	15 Sep 2018	11:42 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
	<u>Revised Article IV, Section 4 – Term of Office to read:</u> “The term of office for the members of the Board of Trustees shall begin at the annual meeting for elected members or at the meeting at which they are appointed and qualified.”		
	<u>From the original text:</u> “The term of office for the members of the Board of Trustees shall begin at the meeting at which they are elected or appointed and qualified.”		
8	15 Sep 2018	11:46 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
	<u>Revised Article IV, Section 6 – Election of Officers to read:</u> “All officers shall be elected annually by the Board of Trustees from its membership at the annual election meeting and will assume office at the next annual meeting. Officers shall hold office for one year or until their successors shall have been elected and qualified. Officers of the Board of Trustees shall serve as Officers of the Society.”		
	<u>From the original text:</u> “All officers shall be elected annually by the Board of Trustees from its membership at its first meeting following the annual election of Trustees. Officers shall hold office for one year or until their successors shall have been elected and qualified. Officers of the Board of Trustees shall serve as Officers of the Society.”		
9	15 Sep 2018	11:53 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
	<u>Revised Article IV, Section 7 – Vacancies to read:</u> “Any vacancy occurring in the Board of Trustees may be filled only by appointment by the Board of Trustees for the remainder of the calendar year in which the vacancy occurs. At the next annual election meeting , the remainder of the unexpired term will be filled by election by the membership.”		
	<u>From the original text:</u> “Any vacancy occurring in the Board of Trustees may be filled only by appointment by the Board of Trustees for the remainder of the calendar year in which the vacancy occurs. At the next annual meeting the remainder of the unexpired term will be filled by election by the membership.”		

	15 Sep 2018	12:06 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
10	<u>Revised Article IV, Section 10 – Treasurer to read:</u> “The Treasurer of the Society shall, in the name of the Society, receive, hold, invest and distribute the funds of the Society in such manner only as the Society may vote or as the Board of Trustees may direct. The Treasurer shall keep a complete and true record of all monies and securities of the Society and shall enter all receipts and expenses in account books. The Treasurer shall be required to give a financial report at every business meeting. Such records and books shall be the property of the Society. The Treasurer shall be the custodian of all papers relating to the title to property owned by the Society. The Treasurer shall render to the Society at its annual meeting, a report showing receipts and disbursements for the previous year, in such detail as to give a fair idea of the character of the business transacted. An annual audit shall be made by a committee appointed by the President. The Treasurer shall present a proposed budget for modification, if necessary, and approval by the Board of Trustees by the second business meeting of the calendar year. The Treasurer shall annually prepare and submit all required tax information and financial reports to the requisite authorities by the required deadlines. ”		
	<u>From the original text:</u> “The treasurer of the Society shall, in the name of the Society, receive, hold, invest and distribute the funds of the Society in such manner only as the Society may vote or as the Board of Trustees may direct. He shall keep a complete and true record of all monies and securities of the Society and shall enter all receipts and expenses in account books. The Treasurer shall be required to give a financial report at every business meeting. Such records and books shall be the property of the Society. The Treasurer shall be the custodian of all papers relating to the title to property owned by the Society. The Treasurer shall render to the Society at its annual meeting, a report showing receipts and disbursements for the previous year, in such detail as to give a fair idea of the character of the business transacted. An annual audit shall be made by a committee appointed by the President. The Treasurer shall present a proposed budget for modification, if necessary, and approval by the Board of Trustees by the second business meeting of the calendar year. The Treasurer shall annually prepare and submit all required tax information to the IRS by the required deadline. ” (passed on 8 Aug. 2008)		

	15 Sep 2018	12:11 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
11	<u>Revised Article IV, Section 11 – Removal from Office to read:</u> “Any Trustees, who shall be absent from three or more consecutive meetings of the Board of Trustees and/or business meetings of the Society; or shall be absent from more than six meetings of the Board of Trustees and/or business meetings of the Society during the calendar year, may be removed from the Board of Trustees. If a Trustee is removed from the Board of Trustees for absenteeism and wishes to appeal their removal, the Trustee may do so at the next regularly scheduled business meeting at which they must receive a two-thirds vote of the members present and voting for reinstatement onto the Board of Trustees. Any elected or appointed Trustee or Officer may be removed from office for cause by a two-thirds vote of the members present and voting at any annual or regularly scheduled meeting of the Society. A statement of charges in writing and a fair opportunity for a hearing in their defense must have been provided prior to such voting.”		
	<u>From the original text:</u> “Any Trustees who shall be absent from three or more consecutive meetings of the Board of Trustees and/or business meetings of the Society or shall be absent from more than six meetings of the Board of Trustees and/or business meetings of the Society during the calendar year shall automatically be removed from the Board of Trustees. If a Trustee is removed from the Board of Trustees for absenteeism, and wishes to appeal his removal, he may do so at the next regularly scheduled business meeting at which he must receive a two-thirds vote of the members present and voting for reinstatement onto the Board of Trustees. Any elected or appointed Trustee or Officer may be removed from office for cause by a two-thirds vote of the members present and voting at any annual or regularly scheduled meeting of the Society. A statement of charges in writing and a fair opportunity for a hearing in his defense must have been provided prior to such voting.”		

	15 Sep 2018	12:16 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
12	<u>Revised Article V – Property to read:</u> “Title in and to the money and all other property belonging to the Society shall be vested in the Board of Trustees, who may divest themselves of same as they deem advisable or as directed by the vote of the Society; provided, however, that no real property nor major item of equipment, e.g. telescope, may be disposed of by the Board of Trustees, by gift, sale, trade or otherwise, except as directed by a two-thirds vote of the membership present and voting at any regular or called meeting. ”		
	<u>From the original text:</u> “Title in and to the money and all other property belonging to the Society shall be vested in the Board of Trustees, who may divest themselves of same as they deem advisable or as directed by the vote of the Society; provided, however, that no real property nor major item of equipment, e.g. telescope, may be disposed of by the Board of Trustees, by gift, sale, trade or otherwise, except as directed by vote of the Society. ”		

	15 Sep 2018	12:20 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
13	<u>Revised Article VII, Section 1 – Annual Meeting to read:</u> “The annual meeting shall be the first meeting of each calendar year, except that if no meeting is scheduled for January, one must be called for the purpose of an annual meeting and the installation of the Board of Trustees. ”		
	<u>From the original text:</u> “The annual meeting shall be the first meeting of each calendar year, except that if no meeting is scheduled for January one must be called for the purpose of an annual meeting and election of Trustees. ”		

Article, Section

	15 Sep 2018	12:24 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
14	<u>Created Article VII, Section 2 – Annual Election Meeting to read:</u> “The annual election meeting shall be the regular meeting of the Society in November for the purpose of holding elections to the Board of Trustees. If no meeting is scheduled for November, one must be called for the purpose of electing members to the Board of Trustees.”		

	15 Sep 2018	12:28 AM	Ratified after second reading and vote at the General Meeting on 14 Sep 2018.
15	<u>Revised Article VIII – Committees to read:</u> “There shall be committees appointed by the President as may be necessary to carry out the functions of the Society. The following standing committees shall be appointed at the beginning of each year to provide for effective performance of society functions: Qualifications, John Bryan Observatory, and Apollo Rendezvous.”		
	<u>From the original text:</u> “There shall be committees appointed by the President as may be necessary to carry out the functions of the Society. The following standing committees shall be appointed at the beginning of each year to provide for effective performance of society functions: Qualifications, John Bryan, and Apollo Rendezvous. (3)”		

	Date	Time	Action
16	<u>Revised Article, Section to read:</u>		
	<u>From the original text:</u>		