

CONSTITUTION AND BY-LAWS
of the
STOCKTON ASTRONOMICAL SOCIETY
(A non-profit California corporation)

As Amended June 13, 2019

1. NAME

The name of this organization shall be Stockton Astronomical Society

2. PURPOSE

The purpose of this Society is to foster interest in and promote the general knowledge of astronomy and related sciences.

3. MEMBERSHIP

Anyone interested in astronomy may become a member of the Society by complying with the requirements of this Constitution and its By-Laws.

The privilege of membership is given to those who have paid the required dues. Members who become more than ninety days in arrears in payment of dues will be dropped from membership.

- *Basic Membership.*

Basic membership includes the entire family and will represent one vote. All members of the family may participate in all the activities and benefits of the Society.

- *Student Membership.*

Student memberships are open to full-time students. Student members may vote, and participate in all the activities and benefits of the Society. Student memberships include the entire family of the student.

- *Lifetime Membership*

Lifetime memberships may be given to those members or new members who pay the lifetime membership fee published in the schedule of dues in the Society's monthly newsletter. Lifetime members have all the rights and privileges of a Basic member.

4. MEMBERSHIP MEETINGS

Regular membership meetings of the Society shall be held monthly at a place and time agreed to by the membership and announced in the newsletter, website and local media.

A quorum for transaction of business shall consist of ten (10) members in good standing.

The floor is open for business at the request of any member in good standing at any regular monthly meeting.

Meetings shall be conducted according to parliamentary procedure as defined by Robert's Rules of Order.

5. OFFICERS

The elected officers of the Society shall be: President, Vice-President/Program Director, Treasurer, Newsletter Editor and Secretary.

6. DUTIES OF ELECTED OFFICERS

- *President*

The President shall preside at all meetings.

In the absence of or in the event of disability to, the Treasurer, the president shall have the authority to sign checks for approved Society expenses.

The President shall recommend for appointment by the Executive Committee those non-elected officers and committees required by this Constitution and its By-Laws.

- *Vice President/Program Director.*

The Vice-President shall assist the President and, in the absence of the president, shall preside at meetings.

As Program Director, the Vice-President shall work with other officers to secure the best possible programs for the regular monthly meetings, shall be responsible for all arrangements pertaining to the program.

• *Treasurer.*

The Treasurer shall collect all dues and other money due the Society and shall deposit these funds in a reputable bank under the name of Stockton Astronomical Society.

The Treasurer shall have the authority to pay bills and sign any and all checks and documents necessary to carry on the financial affairs of the Society as defined by the provisions of this Constitution and its By-Laws.

The Treasurer shall be responsible for paying, in a timely manner, for all subscriptions and services made available to the members by the Society.

• *Newsletter Editor.*

The Newsletter Editor shall publish each month “ *Valley Skies,*” the newsletter of the Stockton Astronomical Society, and shall distribute this newsletter, free of charge, to all members in good standing.

The Newsletter Editor shall exchange newsletters with other astronomical societies.

The Newsletter Editor shall maintain a permanent record of all Society newsletters and forward each month a copy of the newsletter to the Stockton Public Library.

• *Secretary.*

The Secretary shall record and preserve the minutes of meetings of the Society and Executive Committee.

7. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Society President, Vice-President/Program Director, Treasurer, Newsletter Editor, Secretary and two Members-at-Large.

8. EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet monthly at a time and place agreed to by its members and announced in the monthly newsletter.

A quorum for transaction of business shall consist of a simple majority of its members.

All meetings of the Executive Committee shall be conducted according to parliamentary procedure as defined by Robert's Rules of Order.

9. DUTIES OF EXECUTIVE COMMITTEE

The Executive Committee shall:

- be responsible for the financial affairs of the Society,
- be responsible for all properties owned by the Society,
- recommend to the general membership those activities, policies and procedures necessary to carry on the affairs of the Society;
- appoint and supervise those non-elected officers and committees required by the provisions of this Constitution and its By-Laws;
- assist the Program Director in providing the best possible program for the regular monthly meetings of the Society,
- appoint a member in good standing to replace any elected officer or member-at-large who is unable to complete his or her term of office.
- shall maintain a list of the Society's members and make it available to them, The membership list may not be sold, rented, traded or distributed to any person, persons or organizations. Members found to be engaging in such activities may have their membership in the Society terminated. The Society's members have the right to withhold any personal information, except their names, from publication in the membership list.

10. ACTIONS OF EXECUTIVE COMMITTEE

Any action of the Executive Committee may be returned to it for consideration by a majority vote of members present at any regular meeting of the Society, a quorum being present.

11. ELECTION OF OFFICERS AND MEMBERS-AT-LARGE

Officers and Members-at-Large to the Executive Committee shall be elected annually at the regular November meeting, a quorum being present.

Nominations shall be made by a nominating committee composed of three members in good standing,

appointed by the Executive Committee no later than September 1. The names of the nominees of the nominating committee shall be published in the November issue of the newsletter. Additional nominations may be made from the floor at the November meeting.

The nominating committee shall prepare the ballot for the November election and shall supervise the election.

The election of officers at the November meeting shall be by simple majority vote, a quorum being present. In the event no candidate receives a majority, there shall be a runoff election between the two candidates receiving the highest number of votes.

The election of members-at-large shall be by plurality. Members may vote for two candidates. In the event of more than two persons being nominated, the two candidates receiving the highest number of votes shall be declared the winners.

The term of office for officers and members-at-large shall be from January 1 through December 31.

12. AMENDMENTS TO CONSTITUTION AND BY-LAWS

Amendments to this Constitution shall be approved by a two-thirds majority vote, and to the By-Laws by a simple majority vote, of members present at any regular meeting, a quorum being present.

Proposed amendments to this Constitution and By-Laws shall be published in the Society newsletter prior to their consideration at a regular meeting.

13. BOARD OF DIRECTORS

The number of the Board of Directors shall be seven (7).

The members of the Board of Directors shall be composed, ex officio, of the members of the Executive Committee, as approved by a vote of the members.

The term of office of each member of the Board of Directors shall coincide with the one year term of office of his/her respective position as an officer or member-at-large of the Executive Committee.

The President, Secretary and Treasurer of the Society shall serve, ex officio, as the Chairman of the Board, Secretary, and Chief Financial Officer respectively of the Board of Directors.

The Board of Directors shall delegate to the Executive Committee the responsibility of managing the daily activities and affairs of the Society.

The Board of Directors shall meet once per year to review the operations of the Society in order insure that the Society is in compliance with California state law, federal law and its own constitution and bylaws.

The Board of Directors shall be responsible for corresponding with those public agencies requiring notifications related to maintaining the Society's status as a nonprofit, tax-exempt corporation.

BY-LAWS

1. MEMBERSHIP YEAR

The membership year shall be the calendar year January 1 through December 31.

2. DUES

A schedule of dues for the categories of membership in the Society shall be published monthly in the Society's newsletter.

Changes made to the dues must be approved by a majority vote of the general membership at a regularly scheduled meeting of the Society, a quorum being present.

Dues for the ensuing year shall be payable by October 15.

Dues for membership starting during the calendar year shall be prorated, on a quarterly basis, from the first month of membership to the end of that calendar year.

Dues are not transferable.

3. SUBSCRIPTION PUBLICATIONS

The Society shall make astronomy-related magazines, which offer reduced rates, available to its members

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4. SOCIETY PUBLICATIONS

Newsletter.

The Society shall publish and distribute to its members a monthly newsletter.

The name of this newsletter shall be “ *Valley Skies.* ” The newsletter shall serve as notice of monthly general membership and Executive Committee meetings, and shall contain news of Society activities as well as items of astronomy-related interest.

Member's Handbook

The Society shall publish and distribute to its members a Member's Handbook. This handbook shall contain information about the background and structure of the Society, the various benefits available to Society members, activities and programs the Society sponsors or in which the Society is involved, the Constitution, By-Laws, policies and procedures of the Society. The handbook shall be periodically updated.

5. MEMBERSHIP IN OTHER ORGANIZATIONS

The Society may join and maintain memberships in other organizations that are compatible with the purpose of the Society. The joining of such organizations must be announced in the newsletter and approved by a majority vote of the general membership at a regularly scheduled meeting, a quorum being present.

6. FINANCE

Fiscal Year.

The fiscal year of the Society shall be January 1 through December 31.

Operating Budget

New and retiring members of the Executive Committee shall meet jointly at the end of the fiscal year and draw up an operating budget for the ensuing fiscal year.

The operating budget shall include only those items necessary for carrying on the basic operations of the Society.

The operating budget shall be published in the January issue of the Society newsletter.

Other expenditures:

Expenditures of funds for items other than those listed in the operating budget shall be made only with approval of the general membership at a regular monthly meeting of the Society, a quorum being present.

Proposals for expenditures other than those listed in the operating budget shall be published in the Society newsletter prior to their consideration at a general membership meeting.

Expenditures shall not at any time exceed the amount of funds in the treasury.

Annual Audit

At the beginning of each fiscal year, the Executive Committee shall audit the finances of the Society for the previous fiscal year, and shall publish the results in the Society newsletter.

Distribution of Assets upon Dissolution of Society.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Payments to Individuals.

No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

7. LIMITS TO SOCIETY ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

8. TERMINATION

Society members attending Society functions shall abide by the Code of Conduct of the Stockton

Astronomical Society. Violations of this code shall be reported to the Executive Committee.

Upon notice of a violation, the Executive Committee shall appoint an ad-hoc committee composed of three members in good standing to investigate the violation and report its findings to the Executive Committee.

If a member is found to be in violation of the Code of Conduct, the Executive Committee may recommend to the general membership that his/her membership be terminated.

A member whose membership is recommended to be terminated shall be given 15 days notice prior to the recommended date of termination and the reasons for the recommendation.

Notice to recommend termination shall be sent to the address given by the member shown in the Society's records.

The recommended date of termination is the next regularly scheduled meeting of the general membership at least fifteen days after the member has been notified of the Executive Committee's decision to recommend termination.

A member who has been given notice that his/her membership is recommended to be terminated may appeal, in person, his/her termination to the general membership at the meeting of the Society on the recommended date of termination.

A majority vote of the general membership at a regularly scheduled meeting of the Society, a quorum being present, is required to terminate membership.