

INDIANA ASTRONOMICAL SOCIETY, INCORPORATED
BYLAWS

PREAMBLE

The Indiana Astronomical Society, incorporated under the laws of the State of Indiana as a not-for-profit/tax exempt corporation, has for its purpose, the advancement of amateur astronomy.

The bylaws, herein set forth, are to serve the purpose of regulating and coordinating the functions of the Indiana Astronomical Society, Incorporated, as defined by its Articles of Incorporation.

ARTICLE I
MEMBERSHIP

(1) Membership shall be open to persons interested in promoting the purposes set forth in the preamble to these bylaws. The Board of Directors shall have the right to refuse membership to any applicant for due cause, provided that such refusal shall be by a majority vote of the Board of Directors at any regular board meeting at which there is a quorum.

(2) No person shall be refused membership by reason of race, religion, sex or ethnic origin.

(3) Membership shall be classified as follows:

- (a) Regular
- (b) Student
- (c) Member Emeritus
- (d) Friend of the Society

(4) Regular Membership: A Regular Membership shall be defined as any individual, inclusive of spouse, who pays the annual membership fee as determined by the Board of Directors per Article IV, paragraph 1. This entitles the member and spouse, access to the ias-indy collaboration site and one vote each at Society business meetings. The member and spouse are eligible to run for Society offices.

(5) Student Membership: A Student Member is one who is currently enrolled in school. A student membership entitles the student to participate in Society functions and access to the ias-indy collaboration site. The student cannot hold Society offices, but may cast a vote at Society business meetings.

(6) Member Emeritus: A Member Emeritus is a member so honored by the Board. Such member is entitled to all member privileges with payment of dues waived.

(7) Friend of the Society: A Friend of the Society is an individual or organization so designated by the Board. Friends are entitled to participate in Society functions and receive the monthly newsletter, but may not vote or hold office. Dues are not assessed. These persons or organizations can include, but are not limited to, other astronomical societies, libraries, schools, planetariums, and individuals who have contributed to the Society.

(8) An application for membership shall be complete upon payment of dues.

ARTICLE II

DIRECTORS, EXECUTIVE OFFICERS AND RESPONSIBLE POSITIONS

(1) Except as provided by these bylaws or required by law, the entire control of the Society and its affairs shall be vested in the Board of Directors.

(2) The Board of Directors shall consist of seven (7) members elected from and by the membership at large. In addition, each Executive Officer shall be a voting member of the Board during his/her term of office. In the event of a tie vote upon any matter, the President of the Society shall cast a second vote to break the tie.

(3) The age requirement for members of the Board of Directors and Executive Officers shall be 18 years or older.

(4) A member of the Board of Directors or an Executive Officer may be re-elected after his/her term of office expires.

(5) If a vacancy occurs in any office for any reason, including failure to attend meetings, the Board of Directors shall elect a member of the Society to fill the unexpired term of the vacant office. Failure by a Director to attend six (6) meetings of the Board of Directors during any twelve (12) month period may constitute a vacancy at the discretion of the Board.

(6) At each December meeting, here designated as the "Annual Meeting," the Directors shall be elected by the membership to succeed those whose terms expire.

(7) The Executive Officers of the Society shall be President, Vice President, Secretary, and Treasurer, all of whom shall be elected by written ballot or voice vote at the Annual Meeting. The term of office for the executive officers will be for one year starting January 1st of the next year.

(8) No person shall hold more than one Executive Office at a time.

(9) Members of the Board of Directors shall hold office for three years. Their terms shall be staggered so that two directors are elected at each annual meeting, with the exception of a year in which a third director is to be elected.

(10) The **President** shall preside at all meetings of the members and ensure that the purposes of the meeting are accomplished. The President shall annually identify and appoint people from the membership to fill necessary Coordinator positions. These appointments will be ratified by the Board of Directors. The President will be responsible for communication with Indiana University.

(11) The **Vice President** shall preside in the absence of the President and shall act as Program Coordinator. The Vice President's principal responsibility is to obtain speakers or to develop a specific program for each of the general meetings.

(12) The **Secretary** shall keep minutes of all Business/Board meetings, initiate such Society correspondence as shall be directed to the Secretary, and ensure that records of the Society's business are maintained in permanent form.

(13) The **Treasurer** shall be responsible for all monies belonging to the Society. The Treasurer shall keep accurate records of all transactions and hold Society funds ready for disbursement at the order of the Board of Directors. The Treasurer shall also maintain insurance documents and prepare and submit all required state and federal tax returns.

(14) The **Board of Directors** shall compile and approve an annual inventory report showing the whole amount of real and personal property owned by the Society. The report shall be presented to the President at the January Board meeting. The Secretary shall file the report with the Society's records.

(15) The Board of Directors and Executive Officers shall establish official Standard Operating Procedures (SOPS) for operation of the Link Observatory, to clarify the operational requirements of these bylaws as needed to run the Society, provide details on all Coordinator positions and standing committees and their responsibilities, detail agreements between the Society and other parties, and to comply with any city, state, or federal rules or regulations. These procedures may be altered by the Board of Directors without approval by the membership. Such operating procedures shall be filed with the Society's records and shall be posted where deemed appropriate.

ARTICLE III MEETINGS

(1) Members of the Board of Directors and Executive Officers shall be elected at the Society's Annual Meeting held in December.

(2) Society meetings shall be held each month and shall be open to the public.

(3) Notice of all Society meetings shall be published before the date of such meeting, and shall state the time, place, and purpose thereof.

(4) Ten (10) percent or 20 members of the Society, whichever is greater, shall constitute a quorum at general meetings. Only those members present shall be allowed to vote. Votes by proxy will not be recognized. With the exception of the annual election of officers, no vote by absentee ballot shall be recognized.

(5) Except for September and December, Board meetings will be held monthly, the date at the discretion of the Board. The President shall solicit an agenda no later than one week before the meeting. Should there be no significant matters to resolve, the President may defer a board meeting by one month, provided there are no objections. A board meeting must be held during the following month.

(6) Five (5) voting members of the Board of Directors shall constitute a quorum.

(7) Special meetings of the Board of Directors may be called at any time by the President or by any three (3) Directors upon at least two (2) days personal notice to each Director.

(8) Non-Meeting Motions from the Board of Directors

The President may determine that a time-critical decision of the Board is required prior to the next scheduled Board meeting, and therefore accept a motion to be considered and discussed by e-mail, conference call, or other electronic means.

Procedurally, a Board member may propose a motion to the President. The President will determine if the motion requires immediate action and is appropriate to be considered given the limited ability to interactively communicate. If the President accepts the motion, it will be communicated to the entire Board, a second on the motion will be accepted and discussion will proceed.

Any Board member may request that the President postpone the motion until the next meeting. The President will be obligated to postpone the motion unless the request is overruled by seven (7) members of the Board.

If no request to postpone the motion is received, the President will monitor the discussion and call for a vote as appropriate. Seven (7) members of the Board must approve the motion for it to pass.

A motion voted in this manner shall be recorded in the minutes of the next Board meeting.

ARTICLE IV FINANCES AND DUES

- (1) Annual membership dues shall be determined by the Board of Directors.
- (2) Funds of the Society shall be deposited or kept with a bank or trust company doing business in the State of Indiana. Said funds shall be disbursed upon the order or orders of Society officers as may be prescribed by the Board of Directors.
- (3) No officer shall receive, directly or indirectly, any salary, compensation, or fee from the Society. The Society may, however, pay compensation to employees or agents who are not officers or members of the Board of Directors.
- (4) The chairperson of any special committee shall file a written budget proposal with the Board of Directors if funding is required.
- (5) The President shall annually appoint at a minimum two members of the Society, other than the Executive Officers, to act as auditors. With the assistance of the Treasurer, the auditors shall examine the Society's financial records and express their opinion thereon, furnishing copies of such opinion to the President, Treasurer and Board of Directors at the March board meeting.

ARTICLE V ELECTIONS

- (1) The Board of Directors shall, at its October meeting, appoint a Nominations Committee consisting of three members of the Society and specify its chairperson.
- (2) The Nominations Committee shall make nominations for the offices to be filled. The report shall be presented to the Board at its November meeting.
- (3) The Nominations Committee report shall be published in the December issue of the newsletter.
- (4) All nominees must agree to serve prior to the election.
- (5) Offices shall be filled by majority vote of the membership using an appropriate eVote technology (ex. Google Forms) prior to the December meeting.
- (6) The President shall appoint a teller approved by the BoD to tally the eVote results.
- (7) The results shall be presented at the December (annual) General Meeting.

ARTICLE VI COMMITTEES

- (1) The President, by decree, may create or dissolve any special, or temporary, committees needed to conduct the business of the Society
- (2) Creating or dissolving of standing committees requires a majority vote of the Board of Directors.
- (3) The President may at his discretion serve as an *ex officio* member of any and all committees.

**ARTICLE VII
RULES OF PROCEDURE**

(1) The rules of procedure at meetings of the members shall be according to Robert's Rules of Order, Revised, so far as applicable and when not inconsistent with these bylaws.

**ARTICLE VIII
AMENDMENT**

(1) These bylaws may be amended by a 2/3 majority vote of the members of the Society using an electronic voting method, provided that:

- (a) a quorum responds to the electronic vote and
- (b) the final amendment has been published on the IAS-INDY groups.io discussion group at least 2 weeks prior to the call for a vote on the groups.io discussion group.

**ARTICLE IX
DISSOLUTION**

(1) Upon dissolution of the Indiana Astronomical Society, Incorporated, the assets of the Society shall be distributed for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be distributed to the State of Indiana or the City of Indianapolis, Indiana, for a public purpose, as may be required by law or tax statute.