Constitution and Bylaws of the East Valley Astronomy Club, Inc.
Adopted June 1995, amended August 2005, rewrite approved in June 2018

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Article I: Name of the Organization
The name of this organization shall be the East Valley Astronomy Club, Inc. In these bylaws, the acronym "EVAC" shall stand for the East Valley Astronomy Club, Inc.

Article II: Purpose of the Organization
The purpose of this organization shall be to further the education of its members and the public in astronomy and related physical sciences by:

A. Conducting public lecture programs, public field seminars in astronomical observing practice, and other public outreach events;
B. Promoting fellowship, knowledge exchange, and providing the means for exchanging scientific information between individuals having a common interest in astronomy;
C. Promoting organized scientific research and related activities among its members;
D. This organization is one that does not contemplate financial gain or profit to the members thereof and is organized solely for nonprofit purposes.

Article III: Business Activities of the Organization
A. Club operations will be guided by an Annual Budget. This budget will be created and approved each year by the Board of Directors, defined below, before the first General Meeting of the year. The Annual Budget should be reviewed by the Board of Directors at year end in preparation for informing newly elected Directors.
B. The Board of Directors shall avoid conflict of interest situations and be transparent when potential conflicts arise.
C. The Club will accept and dispose of donations in accordance with Article II.
D. The Properties Director shall submit an end-of-year annual inventory of property, which reports all items held, acquired, or sold, to the Board of Directors before the last General meeting of the year.
E. A document titled “Policy and Procedures” shall be maintained and made available to Club members. The document will include methods and standards for how the various Club events, activities, and operations should be performed, as well as Club best practices. This will include items such as speaker fees and spending level permissions for various Officers to make off-budget purchases.

F. The articles of the Constitution and Bylaws document is maintained by amending, adopting, or repealing items.

G. Dissolution of the organization when such action is taken and after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation that is organized exclusively for educational and/or scientific purposes and which has established its tax-exempt status.

H. All activities of the Club will be conducted in compliance with applicable City, County, State, and Federal laws.

Article IV: Membership

A. Any person who is willing to subscribe to the articles of the Constitution and Bylaws of this organization shall be qualified for membership subject to the governing bylaws and conditions specified therein.

B. There shall be no limit to the total number of members.

C. Application for membership.
   1. Application for membership shall be made to the Treasurer.
   2. Applicable dues and agreement to the liability waiver shall accompany the application. Language shall be placed in the application that the payment of dues will imply agreement to the liability waiver.

D. Classification of membership.
   1. Classification / Dues / Voting Privileges
      a. Regular / Current annual dues / Yes
      b. Lifetime / Current annual dues x10 / Yes (one time payment)
      c. Charter / Current annual dues / Yes
      d. Honorary / None / No
   2. Special and Honorary Memberships are as follows:
      a. Charter: Special recognition of all members present and accounted for at the first general meeting upon the club’s formation in 1987, and the authority to cite said status in club literature or name badges.
      b. Honorary: By approval of a majority of the membership in attendance at any meeting held to vote upon the matter, a person or organization that has made an outstanding contribution to the science of astronomy (or related fields) or to the organization may be awarded an honorary membership; a classification that provides for recognition and club benefits, but with restricted services and privileges as a member.

E. Members-in-good-standing shall be any individual accepted for membership and whose dues have been paid for the current year.
Article V: Form of Government

The governance of this organization shall be invested in a nine member Board of Directors and a General Assembly of all members with respective powers as defined in the Constitution and Bylaws.

A. The Board of Directors shall consist of nine members in good standing consisting of all four Executive Officers and five Board Members at Large.

B. The Board of Directors shall supervise and conduct all business of this organization, including raising funds and recommending amendments to this constitution.

C. A quorum for the Board of Directors to do business shall be six members including the President (or the Vice President acting on behalf of the President).

D. Executive Officers

The four elected executive officers of this organization shall be:

1. President
2. Vice-President
3. Secretary
4. Treasurer

E. Administrative Officers

The five administrative offices of this organization shall be:

1. Events Coordinator
2. Newsletter Editor
3. Gilbert Rotary Centennial Observatory (GRCO) Manager
4. Properties Director
5. Webmaster

F. The General Assembly shall consist of all members in good standing with the exception of honorary members. The body shall be presided over by the President. It shall have invested in it the power to ratify amendments to this Constitution and Bylaws and to approve or disapprove of actions of the Board of Directors by a simple majority of members in attendance at the meeting in which the issue in question is to be discussed and voted upon.

G. Executive Officers and Board of Directors Members at Large - Tenure of Office and Elections

1. Qualifications:
   They shall be members-in-good-standing.

2. Period of office:
   a. Officers shall serve a period of one year.
   b. Board Members at Large shall serve for a period of two years.
      i. Election of Board Members at Large shall be staggered in a two-year cycle such that two members will be elected in year one, and three members in year two.
   c. Neither Executive Officers nor Board Members at Large shall be eligible for more than two consecutive terms in the same position.

3. Nominations:
   Nominations for Executive Office or Board of Director at Large positions shall be opened at the October general meeting and shall be publicized in
the club newsletter prior to the November general meeting. Nominations
will be closed with the start of elections at the November general meeting.
Any member may nominate another member-in-good-standing for office,
provided prior consent of the nominee has been given. The Treasurer shall
validate qualification of the nominees.

4. Elections:

a. Executive Officers and Board Members at Large shall be elected by a
   simple majority of the General Assembly present at the November general
   meeting. Voting will be done by secret ballot, and a committee of
   volunteers will do the ballot counting. Single nominees for office may be
   affirmed to the position by a majority "yes" vote taken by a show of hands.
   All ballots, if any, shall be saved until the close of the following January
   general meeting. In the case of a tie, a second round of ballots will be cast,
   allowing each candidate five minutes to address the General Assembly
   before the vote is held. If the voting is still tied after the second ballot, a
   special run-off election will be held before the January general meeting.

b. The position of any Executive Officer or Board Member at Large who is
   absent from three successive, or six total general meetings, or board
   meetings during the year shall be automatically declared vacant unless the
   Board of Directors excuses such absences.

c. A vacancy occurring in any Executive Office or Board of Director at Large
   position shall be filled by a majority vote of the members present at the
   next general meeting. Notice of such election shall be presented to the
   membership at least one week prior to the special election by way of e-
   mail and website publication. Filling a vacant position shall not count
   against the term limit of that position.

d. A special officer may be appointed by the President and approved by the
   Board of Directors for a specific task of special interest to the Club. Their
   term of office shall be for a specified time, in no case to exceed one year.

e. In order to help the newly elected people begin their terms in office, the
   current Board of Directors and Administrative Officers will meet with
   them at a Transitional Board/Officer Meeting. Their terms will begin at the
   conclusion of the meeting, which must be held prior to the general meeting
   in January.

H. Administrative Officers – Tenure of Office and Appointments

1. Qualifications:
   They shall be members-in-good-standing.

2. Period of office:
   The administrative officer positions are not subject to term limits. Each
   position carries an annual commitment, and may be occupied by the
   same individual for any number of years.

3. Nominations and Approval for Office (to fill a vacancy):
   To fill a vacancy, these positions are nominated by a member of the
   Board of Directors and approved by the Board of Directors at the first
   board meeting after a vacancy occurs.

4. Election to the Board of Directors
   They can also be elected to one of the five Board Member at Large
   positions in addition to holding an Administrative Office position.
I. **Duties of the Executive Officers:**

1. **Duties of the President:**
   a. The President will ensure that the other officers of the organization conduct their offices properly. They will also provide the leadership necessary to maintain a smooth-running organization.
   b. They will preside at all General Assembly and Board of Directors meetings. Pursuant to these duties, they shall be responsible for finding a suitable meeting place whether for General or Special Meetings.
   c. At a Board of Directors Meeting, they shall vote only in case of a tie.
   d. They will propose club policies and goals to be approved by the Board of Directors. They will be one of two officers (the other being the Treasurer) with check signing duties and privileges. Committee chairmen will be accountable to the President. They shall, with the Treasurer and/or the Secretary (as appropriate), and under the authorization of the Board of Directors, execute all legal documents in the name of the organization.

2. **Duties of the Vice President:**
   a. The Vice President shall serve in the President's place, in the event the President is absent or unable to serve for any reason.
   b. They will be in charge of club programs and publicity.
   c. They will be the point of contact for members wishing to raise issues to the Board of Directors.
   d. They shall serve as chairman of the program and activities committee, and be responsible for coordinating and scheduling the general meetings, including obtaining featured speakers.

3. **Duties of the Secretary:**
   a. The Secretary will be custodian of all official documents and records of the organization.
   b. Execute all legal documents in the name of the organization, with the President when properly authorized.
   c. They shall record the minutes of all meetings of the General Assembly and the Board of Directors and shall, at the direction of the President, read back all pertinent minutes of all meetings of the General Assembly and Board of Directors occurring from the time of the last regular business meeting.
   d. They will be official correspondent with other clubs, organizations, etc.
   e. They will be responsible for the publication of the club newsletter, which is composed by the Newsletter Editor.

4. **Duties of the Treasurer:**
   a. Responsible for presenting a proposed budget by the January meeting;
   b. Will handle club capital, checking account and may sign checks;
      a. In charge of membership application forms, collection of membership dues and, the maintenance of an official membership list;
      b. Provides income and expense data to the President whenever requested, or at least three times during the year.
   d. The Treasurer shall, each December, file a report with the Secretary showing all donations collected at GRCO and the purchases/improvements made by EVAC for the City of Gilbert. This report shall be held for the City of Gilbert's review upon request as provided for in the 2014 Memo of Agreement.
J. Duties of the Administrative Officers

1. Duties of the Properties Director
   a. Responsible for the maintenance, storage, and documentation of all equipment belonging to EVAC.

2. Duties of the Events Coordinator
   a. They shall be in charge of organizing outreach visits requested by groups and schools. Duties include scheduling the event, organizing volunteer support, and publicizing the planned dates on the EVAC calendar.

3. Duties of the Newsletter Editor
   a. They shall compose the monthly newsletter. The Secretary is responsible for the contents of the newsletter and should review it before it is released.

4. Duties of the Observatory Manager
   a. The manager shall ensure that all observatory functions are conducted in accordance with the Memo of Operation between EVAC and the Town of Gilbert. Duties include training and scheduling operators; purchasing necessary supplies and equipment; and transferring money generated from the Observatory to the EVAC general fund.

5. Duties of the Webmaster
   a. They shall maintain EVAC’s presence on the internet including the EVAC website and other social media sites such as Facebook.

K. Committees:

1. All Committee Chairmen will have the authority and power to select Committee Members.

2. Special committees may be formed from time to time to accomplish specific tasks and may be formed by the action of the President or by the Board of Directors. A committee may also be formed by a motion from a member at a general meeting, which is approved by a majority vote at the same meeting.

3. Such committees shall be dissolved upon completion of the assigned task or upon a motion from the membership. The Chairperson and the members of any standing or special committee may have their appointments revoked by the Board of Directors for proper cause.

L. General Duties

1. All Board Members, Administrative Officers, Committee Chairmen, and Committee Members shall be required to attend all appropriate meetings when scheduled by the organization. When unable to attend, a member may appoint another Club member to attend the meeting in her/his place, but that person standing in may not vote on Club business.

Article VI: Revoking Membership Rights of Members and Impeachment and Removal from Office of Elected Officers

A. Any member may have their EVAC membership revoked for any of the following reasons:

1. Willful misuse of organization property or funds.

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

3. Conduct detrimental to the East Valley Astronomy Club, Inc.
B. All member expulsion requests shall be submitted to the President in writing and
decided by a majority vote of the Board of Directors, after due review and
discussion. Any member subject to expulsion will be granted, on request, a
separate hearing before the Board of Directors prior to such expulsion. The
decision of the Board of Directors shall be final.

C. All elected Officers, Board Members at Large, or Appointed Officers may be
impeached and removed from office for any of the above reasons, or for neglect of
duty while in office.

D. All impeachment requests shall be submitted to the President, or Vice President
should the President be the object of the request, in writing and removal decided
by a two thirds vote of the Board of Directors after a review and discussion of
documented facts. If the member being considered for impeachment is a member
of the Board of Directors, they shall not be allowed a vote in the matter. Removal
from office does not imply that membership privileges are revoked.

1. Any Officer to be removed has the option of a hearing before the General
Assembly. The Officer in question must request the hearing. Avoidance of
impeachment and removal from office can then be achieved with a two-thirds
vote of the General Assembly then in attendance at the meeting at which such
vote is taken.

Article VII: Meetings

A. General meetings shall be held once every month.

B. The Board of Directors shall meet at least once every six months, predicated upon
the need to process club business.

C. Election of officers, an amendment to this Constitution and Bylaws, or a matter of
expulsion or impeachment will be given priority over all other orders of business.

D. Any matter requiring a vote carried over into a subsequent meeting will receive
priority of business at that meeting.

Article VIII: Moneys and Properties

A. Moneys

1. The Club will carry a fidelity bond to protect against financial loss due to
mishandled funds.
   a. Moneys will be kept in an account or accounts accessible by only two
      signers, which are the President and the Treasurer.

2. The Treasurer shall be responsible for keeping these moneys in an account and
shall make periodic reports of account balances.

3. All moneys will be used in accordance with Article II.

4. An audit of the funds will be completed annually each December, or at the end
of the Treasurer’s term.
B. Membership Dues.
   1. A schedule of annual dues prepared by the Treasurer and accepted by the Board of Directors shall be posted on the EVAC website. The annual dollar value may be revised by a recommendation from any Board of Directors member, approved by the Board of Directors, and then approved by the General Assembly.
   2. Annual dues shall become due and payable at the beginning of the calendar year, as described in the Policy and Procedures document.
   3. Any member whose dues are delinquent for more than ninety days shall be automatically terminated from membership.
   4. Any dues in excess of the regular membership fee shall constitute an optional contribution in support of the activities of the East Valley Astronomy Club.
   5. Board of Director Members, and Administrative Officers are not required to pay annual dues during any year in which they hold office.

C. Properties.
   1. All properties will be acquired and maintained to support the purpose of the Club as described in Article II.

D. Donations to the Club.
   1. Documentation of all donations (cash, services, or property) received by the Club shall be given to the Treasurer, by the person receiving the donation, within 30 days of taking possession.
   2. Receipts acknowledging the donation will be given to the donor by the Treasurer within 30 days of taking possession of the item.
   3. No valuation will be provided by the club.

Article IX. Publications
   A. There shall be issued a monthly general newsletter that shall be prepared by the Newsletter Editor under the direction of the Secretary.

Article X: Amendments
   A. Proposed amendments to the Constitution and Bylaws and the date of the vote must be posted on the EVAC website, and announced via Club email, to those members who have signed up to receive Club email notifications, prior to the General Meeting immediately preceding the General Meeting at which the vote will take place. The proposal to amend the Constitution and Bylaws must be announced at the General Meeting prior to the General Meeting at which the vote will take place.
   B. This Constitution and Bylaws shall be amended only by consent of a majority of the voting membership at the regular general meeting, which will include time for discussion. Any amendment so passed shall take effect as soon as all appropriate governmental paperwork has been filed.
   C. Copies of approved amendments or a corrected copy of the Constitution and Bylaws shall be posted on the EVAC website.