

**BYLAWS OF THE
ASTRONOMY CLUB OF AKRON, INCORPORATED**

ARTICLE I – Name, Purpose, Location

SECTION 1. The name of this organization shall be the ASTRONOMY CLUB OF AKRON, INCORPORATED, and its location shall be in the City of Akron, County of Summit, State of Ohio.

SECTION 2. The purpose of this organization shall be to further an interest in and promote the study of the subject of Astronomy and related sciences and to promote public interest in these sciences through the use of lectures, forums, discussion groups, publications, programs, research, instruction, and other relevant educational, scientific, and literary activities.

SECTION 3. In the absence of a permanent location, the club's address shall be the address of the Statutory Agent.

ARTICLE II – Membership

SECTION 1. Membership in the Astronomy Club of Akron, Incorporated, is open to any individual interested in the subject of Astronomy or related sciences.

SECTION 2. The following classes of membership shall be established: Adult, Junior, Family, Additional Member, and Honorary. Cost for dues designated by the Executive Board.

Adult – a member 18 years of age or older. He or she shall have the right to attend meetings and participate in all of the deliberations and activities of the club. He or she may vote and/or hold office if the prescribed qualifications for such activities are met. He or she shall receive one copy of all club newsletters, bulletins, and announcements.

Junior – a member 12 to 17 years of age, inclusive. A junior member shall have all the rights of Adult membership except the right to hold office, elective or appointive. He or she may vote in all club deliberations. He or she shall receive the same publications as an Adult member.

Family – members of the same household. Family members shall have the right to attend meetings and participate in all of the deliberations and activities of the club. They may vote and/or hold office if the prescribed qualifications for such activities are met. The family shall receive one copy of all club newsletters, bulletins, and announcements.

Additional Member – an individual who is associated with an Adult member. He or she shall have the right to attend meetings and participate in all of the deliberations and activities of the club. He or she may vote and/or hold office if the prescribed qualifications for such activities are met.

Honorary Member – A member who has conferred upon him or her a lifetime membership by a majority vote of the Executive Board. A maximum of one Honorary membership could be conferred per calendar year. He or she shall have all the rights and privileges of regular Adult membership except for the right to hold office, elective or appointive. He or she shall receive the same publications as an Adult member. He or she shall not be required to pay club dues.

ARTICLE III – Dues

SECTION 1. Dues for all classes of membership shall be established by the Executive Board with the approval of the voting membership, and they may be altered by this procedure as circumstances may warrant.

SECTION 2. Dues Payable. All dues shall accompany application for membership and are payable annually, and only annually thereafter. The term of membership shall start at 12:00 midnight on June 1st and run for one calendar year until May 31st. Initial dues may be paid at any

time, with the amount prorated until June 1st.

ARTICLE IV – Meetings

SECTION 1. Monthly meetings shall be held at times as determined by the Executive Board. However, the Board may omit or change the date of any monthly meeting due to other activities of the organization, or for any other valid reason.

SECTION 2. A special meeting may be called at any time by order of the Executive Board. Special meetings shall also be called by the Secretary upon written request of 20 percent of the voting members. In the event that a special meeting is called, an effort must be made to contact all members at least 10 days prior to the meeting.

SECTION 3 All meeting shall be conducted in accordance with Robert's Rules of Order unless otherwise noted in this document.

ARTICLE IV-A – Voting

SECTION 1. All Adult, Junior, Family, Additional Members, and Honorary members may vote on all issues before the membership.

SECTION 2. In order to bring issues to a vote at a meeting of the membership, a quorum must be present at the meeting.

SECTION 3. At any meeting, when a quorum is present, eligible voting members in attendance may render decisions upon any question of interest to the club by a simple majority of those who cast a vote, except as noted elsewhere. In special cases, absentee ballots may be requested by contacting the club secretary.

ARTICLE V – Officers

SECTION 1. Nominees for elective office must have been members of the Astronomy Club of Akron for a minimum of one (1) year and be at least 18 years old. It is the responsibility of the Nominating Committee to uphold and enforce these criteria.

SECTION 2. Structure. All elected and appointed officers, and all Trustees, must be members of the Astronomy Club of Akron, Inc. for their entire terms of office, with a grace period of thirty (30) days for renewal of dues. The elected officers of the club shall President, Vice President, Secretary, Treasurer, Publications Secretary, and Assistant Secretary-Treasurer.

SECTION 3. The tenure for all elected officers shall be for a period of two (2) years.

SECTION 4. No member shall hold more than one elective office at a time with the exception of the immediate past President, who may hold one new office in addition to being past President. However, voting shall follow the rule: one person, one vote. No member shall serve for more than four (4) consecutive terms in the same elective office. Outgoing officers must promptly turn over all materials associated with their former position to the appropriate newly elected officers.

SECTION 5. One (1) additional office may be created or dissolved by the Executive Board if, and when, it becomes necessary.

SECTION 6. Duties of the President. The President shall preside at all meetings of the organization and shall serve as member ex-officio on all committees, with the exception of the Nominating Committee and meeting of the Trustees.

SECTION 7. Duties of the Vice President. The Vice President shall discharge the duties of the President in the event of the absence or disability of the President. The Vice President shall

be responsible for providing a speaker, film or other quality presentation for each monthly meeting of the Astronomy Club of Akron. The Vice President shall also serve as liaison between the Astronomy Club of Akron and all schools, civic groups and other organizations. The Vice President shall be responsible for coordinating all non-observatory activities with these groups. The Vice President shall be responsible for scheduling public star parties not related to the observatory. This shall include transmitting, in timely fashion, information about such activities to the proper persons responsible for club publicity. The Vice President is expected to be in close communication with the Observatory Director, so as to avoid conflict of observatory and non-observatory activities.

SECTION 8. Duties of the Secretary. The Secretary shall keep an official record and minutes of all business transacted at all club meetings including Executive Board meetings. The Secretary shall keep an attendance roster from all club meetings and furnish this information to the Nominating Committee upon request. The Secretary shall conduct all necessary correspondence. The Secretary shall send timely announcements to the media concerning all public meetings and events. The Secretary shall also be the custodian of the club records.

SECTION 9. Duties of the Treasurer. The Treasurer shall have custody of all the club's funds, shall keep a full and accurate account of receipts and expenditures, and shall make disbursements in the name of the club as directed by the Executive Board. The Treasurer shall present an annual financial report at the end of the fiscal year. The annual financial report shall be submitted for public inspection in the club newsletter. The Treasurer's accounts shall be examined annually by the Trustees who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The Treasurer shall have the current updated official list of all paid members, to be available at all club meetings. The Treasurer shall supply a current accurate list of voting members to the Nominating Committee prior to the annual elections. The Treasurer shall furnish the Assistant Secretary-Treasurer with five (5) blank club checks, to be held in reserve by that officer for emergency use. In the event that the Treasurer must be absent from Akron for an extended period (more than two (2) weeks), the Treasurer must transfer the basic treasury materials (checkbook, savings passbook, and membership list) to the Assistant Secretary-Treasurer before leaving Akron.

SECTION 10. Duties of the Publications Secretary. The Publications Secretary shall be responsible for the editing, publishing and mailing of the club's newsletter, which includes the notification to members of all club meetings.

In the event of the absence of a Publications Secretary the club's newsletter will not be published. Publication of the newsletter will resume upon the filling of the Publications Secretary position.

SECTION 11. Duties of the Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall discharge the duties of the Secretary and/or Treasurer in the event of the absence or disability of either or both officers. The Assistant Secretary-Treasurer shall be held accountable for the emergency club checks in his or her possession, shall promptly report to the Treasurer the use of any of the emergency checks, and shall, upon leaving the office, promptly return all emergency checks to the appropriate club officer.

SECTION 12. Statutory Agent. The Statutory Agent is an appointed officer, appointed by the President and approved by the majority of the Executive Board. The Statutory Agent must be a resident of Summit County, Ohio. The Statutory Agent is the contact between the club and all government agencies. The Statutory Agent is a non-voting member of the Executive Board.

SECTION 13. Observatory Director. The Observatory Director is an appointed officer, appointed by the President and approved by a majority of the elected officers. The Observatory Director shall be appointed for a term of two (2) years, with no restriction on reappointment. The Observatory Director is a voting member of the Executive Board. During his or her term of office, the Observatory Director cannot hold another office except that of Statutory Agent. The Observatory Director position must be reviewed by the Executive Board at the end of each two

year term.

The Observatory Director shall perform the following:

- a) Submit an annual budget of expected observatory expenditures each year.
- b) Submit a report of the actual observatory expenditures at the end of each fiscal year. This report shall be included in the Treasurer's annual report.
- c) Submit a report of operating procedures for the approval of the Executive Board.
- d) Keep the observatory and grounds in good working order at all times.
- e) Have regular programs each month conducted for the public (in accordance with the club's lease agreement with the State of Ohio).
- f) Be responsible for coordinating all observatory-related activities of the club. This shall include furnishing information about such activities in timely fashion to the proper persons responsible for club publicity. The Observatory Director is expected to be in close communication with the Executive Board and with the Vice President in particular, so as to avoid conflict in scheduling observatory and non-observatory activities.
- g) Must strictly abide by all rules and regulations set forth by Portage Lakes State Park.
- h) Must strictly abide by all safety rules and regulations set forth for the safe operation of the observatory.
- i) The Observatory Director must have an Observatory Staff of not less than 2 club members.

SECTION 14. Removal of Officers. Officers may be removed only upon the initiation of a petition by 20 percent of the voting membership; such petition to be presented to the Executive Board, or any member thereof, whereupon it shall be mandatory for said Executive Board, or member thereof, to issue written notice of such petition to all voting members and set a reasonable date for a meeting for consideration of such removal, at which meeting a three-fourths ($\frac{3}{4}$) majority vote by the voting members shall decide the issue.

ARTICLE VI – TRUSTEES

SECTION 1. There shall be three (3) Trustees, appointed by the President with majority approval of the Executive Board. The term of each Trustee shall be for a period of three years. Term of each Trustee shall be offset by one (1) year.

SECTION 2. Each year, within one (1) month after assuming office, the newly elected President, with majority approval of the Executive Board, shall appoint one (1) Trustee to serve for a period of three (3) years.

SECTION 3. A Trustee may not hold any other club office, elective or appointive, while serving as Trustee, except for the office of Statutory Agent.

SECTION 4. Trustees are non-voting members of the Executive Board.

SECTION 5. Duties of the Trustees. The Trustees serve an important oversight function for the club, defined as follows:

- a) Monitor official club records and property with regard to the treasury, observatory, library, and other club property.
- b) Periodically investigate club records to insure that the records are kept accurate and current.
- c) Keep a copy of club documents.
- d) Insure that the newly acquired equipment, books, and other property appear both on the Treasurer's records and on the club book list or club property list.
- e) Insure that all equipment, books, and property are accounted for while being transferred from the past to the current custodians of such club material.
- f) Follow certain prescribed procedures in the event that the Trustees detect any willful

wrongdoing, malfeasance, financial discrepancy, misconduct of office, or ill-advised or inappropriate executive actions or decisions that the Trustees deem potentially harmful to the integrity and responsible operations of the Astronomy Club of Akron. The prescribed procedures are as follows:

- 1) If the problem involves the official conduct of one or more club officers, the Trustees will initially contact the parties involved and attempt a resolution.
 - 2) If the problem persists, the Trustees are obligated to call a meeting of the Executive Board to deal with the issue.
 - 3) If it is the judgment of the Trustees that the Executive Board has failed to take sufficient action and that a serious problem still remains, the Trustees have a duty to bring the matter to the attention of the general membership, by calling a special meeting if necessary.
- g) In absence of an Executive Board of at least 3 members, one of which is Treasurer or Assistant Secretary-Treasurer, the Trustees along with the remaining Executive Board members shall have the duty to conduct all club business until such a time that a viable Executive Board can be formed.

ARTICLE VII – EXECUTIVE BOARD

SECTION 1. Structure. The elected officers of the club, for their tenure of office, and additional members as described in Section 2, shall constitute the Executive Board.

SECTION 2. Additional voting members of the Executive Board shall consist of the following:

- a) The immediate past President, for a term of two (2) years on the Executive Board.
- b) The Observatory Director.
- c) One (1) Member-At-Large as may be appointed by the President, and approved by the Executive Board, if the President chooses to exercise this privilege. The term of this member shall end at the next election.

SECTION 3. Duties of the Executive Board. The Executive Board shall be responsible for the general administration of the club's affairs and activities, and shall transact all routine business. The Executive Board shall authorize payment of bills for the maintenance of the club, club property, and observatory, and shall report to the membership recommendations requiring action by the general body. The Executive Board shall approve the observatory budget and operating procedures. The Executive Board shall render decisions by simple majority except as noted elsewhere.

SECTION 4. The Executive Board shall meet not less than once each quarter.

SECTION 5. The Executive Board shall reserve the right to bar from any meeting or activity any person or persons whose conduct is disruptive to the meeting or activity.

ARTICLE VIII – NOMINATIONS

SECTION 1. Nominations of Officers. A Nominating Committee, consisting of a chairperson and two (2) additional members of the club, shall be appointed by the President, with majority approval of the Executive Board, prior to the February meeting of the election year, and announced to the membership at the February meeting. The selection of candidates shall be left to the discretion of the Nominating Committee.

SECTION 2. The Nominating Committee shall obtain necessary information regarding length of membership and attendance from the Treasurer and Secretary, and uphold and enforce criteria for office (as outlined in Article V, Section 1).

SECTION 3. The Nominating Committee shall strive to present two (2) qualified candidates for each office to be filled. Only a member who has consented to serve shall be an eligible candidate.

SECTION 4. Names of candidates obtained by the Nominating Committee shall be presented to the membership at the March meeting. Following the report of the Nominating Committee, an opportunity shall be given for nominations from the floor. Candidates nominated from the floor must be present at the March meeting and must indicate their willingness to serve. Candidates nominated from the floor must fulfill the same criteria as outlined in Article V, Section 1, for nominees presented by the Nominating Committee.

SECTION 5. At the close of the March meeting, nominations will be closed. Write-in candidates permitted on the ballot providing they meet all eligibility requirements for holding office.

ARTICLE IX - ELECTIONS

SECTION 1. The complete slate of candidates shall be published in the April newsletter.

SECTION 2. Election shall be by written secret ballot at the April meeting. Results of the election shall be announced at the close of the April meeting. The elected officers shall take office on May 1st. Outgoing officers are expected to turn over the materials of the office to the newly elected officers by that time.

ARTICLE X – COMMITTEES

SECTION 1. All committees shall be appointed or disbanded by the President and approved by majority vote of the Executive Board. Such committees shall be appointed as may be required in the organization's interest from time to time.

ARTICLE XI – AMENDMENTS OR REVISIONS

SECTION 1. The Executive Board shall be empowered to initiate any amendments to, or revision of these Bylaws as occasioned by the growth or changing circumstances of the organization. Such changes, to become effective, must receive two-thirds (2/3) approval of the Executive Board. They must also be published in the newsletter and presented to the membership at a meeting for approval by a simple majority of those who cast a vote.

SECTION 2. These Bylaws, and all amendments thereto, are also subject to change or, alternatively, to recall at any time by petition of the majority of the voting membership, a three-fourths (¾) majority vote of the voting membership to make such action effective.

SECTION 3. These Bylaws are subject to revision to comply with any changes required by State of Ohio statute laws on non-profit corporations.

GLOSSARY OF TERMS

Dues (Article III) – Amount established by Executive Board, with approval of voting membership, for each class of members. Payable only annually. No dues from Honorary Members.

Elections (Article X) – Held by written ballot at April meeting.

Executive Board (Article VI) – Voting members of the Executive Board consist of elected officers plus the Observatory Director, Past President, and one member appointed from general membership by the President (optional). Responsible for routine administration of club business, club property, and club funds.

Fiscal Year – Shall be from April 1st to March 31st.

Members, Classes of (Article II) – Classes of membership consist of the following:

Adult – 18 years or older. Full right to vote and hold office. Entitled to all publications.
 Junior – 12 to 17 years of age, inclusive. All publications and voting right. May not hold any office, either elective or appointive.
 Family – Member of a household. Full right to vote and hold office, except as noted. Entitled to all publications.
 Additional – Associated with an Adult member. Full right to vote and hold office, except as noted.
 Honorary – All publications, voting right, but may not hold any office, elective or appointive. Pay no dues, lifetime membership.

Nominations for Elective Office (Article VI, Section 1 & Article VIII) – Nominees must be members for at least one (1) year. Must be willing to serve. Nominating Committee presents nominees at March meeting, when nominations from the floor are also accepted.

Officers, Elected (Article V) – President, Vice President, Secretary, Treasurer, Publications Secretary, Assistant Secretary-Treasurer. All terms for one year. Member may not serve in same office for more than four consecutive terms.

Officers, Appointed (Article V) – Statutory Agent, must be resident of Summit County, indefinite term. Observatory Director, two-year term, no restriction on reappointment.

Quorum (Article IV-A) Consists of at least 10 eligible voting members not including the members of the executive board present at any business meeting.

Trustees (Article V) – Three in number, appointed, for non-concurrent three-year terms, each term offset by one year. Provide oversight and checks into the functioning of the elected officers, and is accountable for knowing whereabouts and conditions of club property in general.

Voting Membership (Article II) – All paid-up members.

These revised Bylaws were accepted and approved by the Astronomy Club of Akron membership in attendance at the March 28, 2008 meeting.

_____ President	_____ Vice President
_____ Secretary	_____ Treasurer
_____ Assistant Secretary-Treasurer	_____ Publications Secretary
_____ Observatory Director	