



## **NORTH SHORE AMATEUR ASTRONOMY CLUB**

### **CONSTITUTION**

#### ***ARTICLE I***

This organization shall be known as The North Shore Amateur Astronomy Club.

#### ***ARTICLE II***

##### ***STATEMENT OF PURPOSE***

The purpose of The North Shore Amateur Astronomy Club, (hence- forth “Club”), is to:

1. Educate members and the general public in the study and practice of observational astronomy; to provide a venue through which members and other interested parties may observe, hear lectures or participate in other related activities; to assist and share knowledge with members and others interested in astronomy, whenever possible, in a structured but friendly atmosphere.
2. Notwithstanding any other provisions of these articles, the Club is organized exclusively for one or more of the purposes as specified in §501C(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a Club or Association from Federal income tax under IRC §501C(3) or corresponding provisions of any subsequent Federal tax laws.
3. No substantial part of the activities of the Club shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC §501(h)], or participating in, or intervening in (including the publication and distribution of statements), any political campaign on behalf of any candidates for public office.
4. No part of the net earnings of the Club shall inure to the benefit of any member, trustee, director, officer of the Club, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Club), and no member, trustee, officer of the Club, or any private individual shall be entitled to share in the distribution of any of the Club’s assets on dissolution of the Club.

### **ARTICLE III**

#### **MEMBERSHIP**

Membership to the Club shall be open to all, regardless of race, color, creed, gender or other irrelevancy. Dues, length and kind of membership and particulars of application shall be followed as provided for in the Bylaws.

### **ARTICLE IV**

#### **OFFICERS**

There shall be provisions for the following elected officers: President, Vice-President, Secretary, Treasurer, and membership Director, of which the office of the President, Secretary, and Treasurer must be filled. These elected officers shall constitute the Club's Board of Directors, each having just one vote. The Board of Directors may create additional elected offices if deemed necessary for the proper running of the Club. These new officers shall then be incorporated into the Board of Directors. Each Board member has just one vote, regardless of the number of offices they may hold.

### **ARTICLE V**

#### **GOVERNMENT**

Officers and directors shall be elected by the general membership as provided in the Club Bylaws. The Bylaws shall not be written in such a way, or provide that a single group of people may self-perpetuate the governance of the Club against the will of the membership.

### **ARTICLE VI**

#### **AMENDMENTS**

Amendments and abrogations to this Constitution shall be carried out as provided in the Bylaws, Article VII, Sections 1 through 3.

## **ARTICLE VII**

### **DISSOLUTION**

If through lack of interest, or for other reasons, the membership is unwilling or unable to fill the offices of the Club, or to take the responsibilities of its leadership, a vote of dissolution of the Club may be taken. If, and only if, the above conditions exist, any member in good standing may call such a vote by notifying all members in writing one month in advance of the regular meeting at which the vote is to take place. If it is decided by a two-thirds majority of the members present that there is insufficient interest or willingness to properly discharge the duties and aims of the Club and maintain its assets, the Club may be said to be dissolved.

In the event of dissolution, all assets and property of the Club shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501©(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

It shall be the responsibility of the Board of Directors to discharge these final duties and their right to appoint members to assist them. No less than three members of the Club shall be jointly responsible for the liquidation and distribution of assets.

## **ARTICLE VIII**

### **INCORPORATION**

Should the Club acquire assets of considerable value or property which may cause the Club and its members to be individually liable for injuries or other obligations, it will be the responsibility of the Board of Directors to pursue the feasibility of incorporation and to make the recommendation to the membership for or against its adoption.

**Ratified January 5, 1990**

**Revised April 3, 1992**

**Revised August 7, 1992**

**Revised November 15, 1992**

**Revised September 7, 2001**

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***Barrie Sawyer***  
***President, NSAAC***

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***Richard Bickerton***  
***V. President, NSAAC***



## **NORTH SHORE AMATEUR ASTRONOMY CLUB**

### **BYLAWS**

#### ***ARTICLE I***

#### ***MEMBERSHIP***

##### **Section 1 - Qualifications**

Any person, of at least sixteen years of age, regardless of race, color, creed or gender who expresses an interest in astronomy may become a member of the Club.

##### **Section 2 - Regular Membership**

Regular membership shall be of an amount determined by the Treasurer and approved by the Board of Directors and general membership as outlined herein. Yearly dues are payable by the March monthly Business Meeting and are valid for a period of one NSAAC Fiscal Year that begins on March 1 and ends on the last day of February. Excepting this are those new members who join between November 1st and the last day of February of any NSAAC Fiscal Year. Their initial membership will be duration of not less than 12 months and no more than sixteen months until their first renewal date.

##### **Section 3 - Revocation of Membership**

The Board of Directors may at their discretion, by a two-thirds vote, revoke the membership of any member of the Club provided that just cause, in the judgment of the Board, exists. A revocation of membership shall remain in effect until such time as a motion for reinstatement is made, seconded and passed at a regularly scheduled Business Meeting or by a two-thirds vote of the Board of Directors. An individual whose membership has been revoked shall not be entitled to any portion of his/her dues unless deemed appropriate by the Board.

## **ARTICLE II**

### **OFFICERS**

#### **Section 1 - Elected Officers**

There shall be provisions for the following elected officers: President, Vice-President, Secretary, Treasurer and Membership Director, of which the office of President, Secretary, and Treasurer must be filled. These elected officers shall constitute the Club's Board of Directors, each having just one vote. An officer shall serve until their successor has assumed office.

#### **Section 2 - Additional Officers**

The Board, by a majority vote of the Board members present, may create additional elected offices as deemed necessary for the proper running of the Club. These positions may then be filled by the normal electoral procedures as outlined herein. These new officers will be incorporated to the Board of Directors, each having just one vote.

#### **Section 3 - Eligibility**

Any member of the Club, at least eighteen years of age, shall be eligible for nomination and election to an office as long as he/she declares a willingness to assume the responsibilities the office entails.

#### **Section 4 - Nominating Committee**

The process for the nomination and election of officers shall begin at the first meeting in January. The Board of Directors shall select the Director of the Nominating Committee. A member is ineligible for this position if that member has held it in either of the two previous years. The Director of the Nominating Committee will select two additional members who together will comprise the Nominating Committee.

#### **Section 5 - Nomination of Officers**

The Nominating Committee shall develop a list of Club members interested in seeking an elective office. The Committee shall submit their slate of recommended candidates for each office to the Board by the first meeting in February.

In addition to those recommended, the slate should include all other candidates interested in elective office. All nominees must have given their prior consent to the Nominating Committee. It is the responsibility of the Nominating Committee to inform all candidates seeking office of the duties and responsibilities of that office.

#### **Section 6 - Election of Officers**

##### **A. Election Procedure**

All elections shall be conducted by the Club's Vice-President. The candidate, including a write-in candidate, who receives the most votes for that office shall be elected to that office. In the event of a tie vote, another vote will be taken for that office. If the vote remains a tie after the second balloting, the Club's Vice-President shall determine the election between the candidates by lottery.

##### **B. General Election**

The balloting shall take place during the March Business Meeting for the following offices: President, Vice-President, Secretary, Treasurer, and Membership Director. The offices of the President, Secretary, and Treasurer must be filled. In the event that one or more of the remaining offices is vacant following the general election, a newly elected officer can assume the position of one additional office provided they let their intention be known to the general membership and are willing to fulfill all of the Duties and Responsibilities of said additional office. Regardless of how many offices that a member holds at any one time they can only have one vote pursuant to Bylaws: Article II – Section 12.

### **C. Member(s) at Large**

Following the General Election, an election to fill the office(s) of the Member(s) at Large will be held. There can be up to two (2) Member at Large positions, one of, which is required to be filled. Any candidate that did not attain an elected office through the General Election may announce his/her candidacy for this office. The President, Vice-President, Secretary, Treasurer and Membership Director are not permitted to participate in the voting for this office, nor are any of these officers allowed to concurrently be a Member at Large. A Member at Large has one vote.

### **D. Special Elections**

In the event the Board establishes an additional office, under Bylaws: Article II, Section 2 - Additional Officers, the general membership must be notified, in writing, one month prior to an election for that office.

#### **Section 7 - Notification of Election**

The Vice-President shall notify all newly elected officers of their election and present the results to the Club membership.

#### **Section 8 - Term in Office**

Elected officers shall take office at the Club's March Board of Directors' Meeting. All outgoing and incoming Officers are required to attend. Each newly elected officer shall serve for a term of one year or until his/her successor has assumed office. There is no limit to the number of terms an officer may serve in an elected office.

#### **Section 9 - Vacancy in the Office of the President**

In the event of the vacancy of the office of the President, due to resignation, removal, or any other reason, the Vice-President shall immediately assume the responsibilities of that office, serving as the President for the balance of the term.

#### **Section 10 - Vacancy of Other Offices**

In the event of the vacancy of the office of Vice-President, Secretary, Treasurer, or Membership Director for any reason, a qualified member of the Club will be appointed by the Board, by a two-thirds vote, to serve out the balance of the term.

Vacancy of any additional office may also be filled as provided above if deemed necessary and sufficient interest in this position or activity exists among the membership.

#### **Section 11 - Removal of Officer(s)**

Provided that a quorum of the Board of Directors is present, the Board of Directors may, at their discretion, remove any officer from office by a two-thirds vote. An officer may appeal the Boards decision at the next

Business Meeting of the NSAAC. Reinstatement of an officer requires a majority vote of the general membership in accordance with those Articles and Provisions that define voting procedures for Business Meetings. An officer may resign his/her post by submitting to the Board of Directors a letter of resignation to become effective at the Business Meeting immediately following its receipt.

### **Section 12 – Holding More Than One Office**

A member of the Club may hold more than one office at the same time, except that no member may hold more than one of the following offices at the same time: President, Secretary, or Treasurer. No member can cast more than one vote regardless of the number of offices that member holds.

## **ARTICLE III**

### **DUTIES OF OFFICERS**

#### **Section 1 - Duties of the President**

The President shall preside at all meetings of the Club as well as those of the Board, as deemed necessary. The President shall oversee the affairs of the Club and shall have such duties and privileges as are customary to the office. The President shall be responsible for implementing special committees as may be required.

#### **Section 2 - Duties of the Vice-President**

The Vice-President shall oversee the organization of all standing committees. The Vice-President shall assist the President as necessary and shall officiate at all the meetings that the President is unable to attend. The Vice-President shall be responsible for and shall oversee the election process. In case of the absence of both the Secretary and the Treasurer, it is the Vice-Presidents duty to take the minutes.

In case of the absence of the Vice-President at the time of an election, the overseeing of the election process shall fall upon one of the other officers in attendance in this order; Secretary, Treasurer, Membership Director, President.

#### **Section 3 - Duties of the Secretary**

The Secretary shall keep all Club documents and attend to correspondence as required. The Secretary shall keep the minutes of all Club meetings and Board meetings. At each meeting the Secretary shall read the minutes of the previous meeting to all the members present. If a state charter is deemed necessary by the Board it shall be the duty of the Secretary to apply for a state charter and to maintain its status.

#### **Section 4 - Duties of the Treasurer**

At each meeting, the Treasurer shall report to all members the financial status of the Club and all transactions made during the previous month. The Treasurer shall have the responsibility of maintaining the operating budget of the Club and of fulfilling its financial responsibilities. The Treasurer shall be the custodian of all the Club's funds and shall keep accurate records of all transactions. The Treasurer shall be responsible for forwarding to all new members, upon receipt of their dues, a copy of the Club Constitution and Bylaws and any other materials deemed appropriate by the Club. The Treasurer shall take the minutes of any meeting that the Secretary is unable to attend. The Treasurer may recommend to the Board that the annual dues be raised/decreased if the Club's financial condition warrants it. The Board of Directors must approve this recommendation by a two-thirds vote of the quorum present, and then is required to post notification of said recommendation in the Celestial Observer prior to the Business Meeting at which time it will be voted upon

by the general membership. The dues increase/decrease will take effect at the start of the next NSAAC Fiscal Year, provided the Articles and Provisions for voting at NSAAC Business Meetings has been satisfied.

#### **Section 5 - Duties of the Membership Director**

The Membership Director shall maintain a roster of the Club's members and shall be responsible for welcoming new members. The Membership Director shall enroll new members into the Club and collect the annual dues from these members. All funds collected shall be presented to the Treasurer for transferal into the Club's treasury.

#### **Section 6 - Duties of the Member(s) at Large**

The Member(s) at Large shall attend and participate in all Board of Directors Meetings as a representative of the general membership. Each Member at Large has one vote.

### **ARTICLE IV**

#### **APPOINTEES/COMMITTEES**

The Board of Directors has the authority to appoint individuals and/or committees to perform duties deemed necessary for the proper running of the Club. The Vice-President will maintain a form listing all persons and responsibilities of the appointment/committee. Appointees/committees shall provide the membership with a report of their activities at each Business Meeting. Appointees/committees shall serve for an indefinite period at the discretion of the Board of Directors. Any appointee/committee may request to be relieved of their duties by directing said request to the Board which will become effective at the next Business Meeting.

### **ARTICLE V**

#### **MEETING OF MEMBERS**

##### **Section 1 - Regular Business Meetings**

The Club shall have one regular membership meeting each month, with the exception of July, that shall take place at a time, date and location to be determined by the Board.

A quorum, consisting of ten percent of the active membership, excluding the Board members, is required to conduct a vote on any and all items brought up during/entered into a Business Meeting. This ten percent of the active membership must have signed the attendance list prior to any vote. In the event that ten percent of the active membership are not present the Business Meeting shall be conducted for informational purposes only.

##### **Section 2 - Rules of Order**

The meetings of the Club shall be regulated in general according to Robert's Rules of Order, except where otherwise provided for by these Bylaws.

##### **Section 3 - Meeting Agenda**

The meeting agenda for the Club will be organized, in general, as follows:

- 1) Introduction of visitors

- 2) Reading of the minutes of the last meeting (optional)
- 3) Treasurers Report (if appropriate)
- 4) Report of upcoming activities
- 5) Various Directors Reports (if any)
- 6) Discussion of old business
- 7) Discussion of new business
- 8) Adjournment of meeting
- 9) Program (if any)
- 10) Serving of refreshments

#### **Section 4 - Observing Sessions**

The Club shall sponsor weekly observing session, weather permitting, at a time, date and location to be determined by the Board.

### **ARTICLE VI**

#### **BOARD OF DIRECTORS**

##### **Section 1 - Authority**

The Board of Directors shall be the governing body of the Club in providing guidance and overseeing:

- a. The administration of its policies,
- b. The pursuit of the objectives of the Club,
- c. The disbursement of Club funds.

##### **Section 2 - Quorum**

More than fifty-one percent of the members of the Board of Directors shall constitute a quorum for voting and transaction of Club business.

##### **Section 3 – Limitations and Duties: Regularly Scheduled Business Meetings and all Board Meetings**

- a. The Board of Directors shall not implement, undertake, institute, or commit, the NSAAC to any activity, expense, program, etc., without consulting with and receiving a favorable vote on said item(s) by the general membership. Excepting this are single line item expenses less than or equal to \$150.00 (one hundred fifty dollars) per program, and not to exceed a combined total of \$300.00 (three hundred dollars) in any given month, that are necessary for the continuity of previously approved and ongoing NSAAC programs/activities.
- b. Notification by the Board of Directors must be made in the official NSAAC newsletter prior to placing any business on the agenda of a Regularly Scheduled Business Meeting, that requires the approval of the general membership to take effect, that arose in due course of any Board of Directors Meeting.
- c. The opinion(s)/conclusion(s) of the Board of Directors regarding any item(s) that were referred to a Board of Directors Meeting, or subsequent Committee, from a Business Meeting for further discussion, shall be made to the general membership at the next Business Meeting(s). The Board can do this with or without a favorable recommendation. When necessary, notice of said item(s) must be

made in the official NSAAC newsletter prior to the Business Meeting at which said item(s) will be reviewed, discussed and/or voted upon.

#### **Section 4 - Meetings of the Board of Directors**

##### **A. Regularly Scheduled Board of Directors Meetings**

The Board of Directors shall conduct a Regularly Scheduled Board of Directors Meeting once per month at a time and place suitable to the majority of its members. The time and place of a Regularly Scheduled Board of Directors Meeting will be determined and announced at that months Regularly Scheduled Business Meeting.

###### **a. Physical Location**

A Board of Directors Meeting scheduled to occur at a physical location can not be changed to one by electronic means subsequent to the conclusion of the Business Meeting at which it was announced.

###### **b. Electronic Means**

The Board of Directors shall have the option of conducting the Regularly Scheduled Board of Directors Meeting by electronic means provided that their intention to do so has been announced at that months Regularly Scheduled Business Meeting.

Excepting this is the circumstance in which a general member has requested to be placed on said meetings agenda and does not have access to electronic means to participate. In this circumstance the meeting must occur at a physical location.

A Board of Directors meeting that has been scheduled to take place by electronic means can be changed to a physical location. The President is responsible for notifying the remainder of the Board and any general member(s) that has secured a place on the meeting agenda.

##### **B. Special Meetings of the Board of Directors**

Any member of the Board of Directors may request a Special Meeting of the Board of Directors following the occurrence of that months Regularly Scheduled Board of Directors Meeting. A quorum of the Board members must approve of said request. The Board of Directors is not required to provide advance notification to the general membership of a scheduled Special Meeting. The Board of Directors is required to inform the general membership that a Special Meeting has occurred and as to its nature at the following Regularly Scheduled Business Meeting

##### **C. Participation by General Members in Board of Directors Meetings**

- a. A Regularly Scheduled Board of Directors Meetings is open for all general members to attend
- b. Any general member(s) may participate in a Board of Directors meeting provided they have secured a place on the meeting agenda with the President. A General member is not permitted to vote any on item(s) brought up/entered into a Board of Director's Meeting. A general member's participation will be limited to the agenda item that they requested to participate in.

## **ARTICLE VII**

## **AMENDMENTS**

### **Section 1 - Amending or Repealing the Bylaws and/or Constitution**

The Bylaws and/or Constitution of the NSAAC may be amended by a two-thirds vote of the members in attendance at any Regularly Scheduled Monthly Business Meeting provided that advance notification has been made to the membership and that a quorum of the Board of Directors and the general membership is present.

### **Section 2 - Proposed Amendments**

Any member in good standing may make a motion for a proposed amendment to the NSAAC Bylaws or Constitution at any Regularly Scheduled Business Meeting. Favorable passage of said motion must then conform to Bylaws Article VII, Section 3.

### **Section 3 - Notice of Proposed Amendments**

The Board of Directors, or their designate, shall present all proposed amendments to the membership with or without recommendation. Notice of any proposed discussion or vote for changes to the Bylaws or Constitution must be published in the official NSAAC newsletter **one-month** prior to the Regularly Scheduled Business Meeting at which this will occur.

## **ARTICLE VIII**

### **CORRESPONDENCE**

A copy of all correspondence, conducted by any member of the Club, on behalf of the Club, shall be submitted to the President at the next Business Meeting who shall have it entered into the minutes and maintained by the Secretary. In the event that a position of Club Librarian has been established, said copy will be transferred to the Librarian and placed in the appropriate file.

## **ARTICLE IX**

### **PRESERVATION OF CLUB HISTORY**

It shall be the responsibility of the Board of Directors, during February of each year, to compile all the pertinent documents from the previous year that pertain to the operation and activities of the Club. These items are to be suitably bound and presented at the March Business Meeting for submission to the Club Library.

## **ARTICLE X**

### **LAND FUND**

The purpose of the Land Fund is to earmark moneys for the purchase or lease, and required improvements and/or maintenance of, property to be used by the membership of the NSAAC for observing and any relevant and/or other activities deemed appropriate by the members of the NSAAC and its Board of Directors.

Funding of the Land Fund will not be derived from the moneys received for payment of yearly membership dues nor shall dues be increased for the purpose of funding the Land Fund Account.

A percentage of the moneys received during a fiscal year by the NSAAC from Grants, Star Parties, or other similar types of donations or gifts will be determined by the Treasurer following the presentation of both the Fiscal Year Ending Report and a projection of the coming Fiscal Years Budget (usually by April) as a proposed amount to be deposited into the Land Fund account.

The total amount of any donations, gifts, grants, etc., specifically intended for deposit into the Land Fund, will be deposited into the Land Fund Account, in their entirety, at the earliest opportunity following receipt of said moneys.

The amount proposed for depositing/recording in the Land Fund Account will be made known to the membership in the Celestial Observer by the Treasurer and will require a vote of approval at the following Business Meeting.

An amount less than, but not exceeding, the Treasures' recommended amount can be substituted if the membership so desires. The method of book keeping for the Land Fund Account will be up to the Treasures' discretion, be it separate ledger heading, a separate form of bank account or savings instrument, etc.. The Treasurer is responsible for informing the membership of the method he/she has chosen for the purpose of record keeping. Any changes to the method of record keeping or investment strategy of the Land Fund must be presented to the membership for approval prior to the changes to take effect. Standard reporting procedures of account information to the membership is required.

Use of moneys held in the Land Fund for purposes other than those outlined in this amendment and in the case of preventing insolvency of the NSAAC are prohibited.

Moneys donated to the NSAAC specifically for the purpose of increasing the balance of the Land Fund account can never be removed/dissolved from the account except for those uses outlined in this amendment and in the case of preventing insolvency of the NSAAC.

Dissolution of the Land Fund requires the standard notification and voting standards in use by the NSAAC.

**Ratified January 5, 1990**  
**Revised April 3, 1992**  
**Revised August 7, 1992**  
**Revised November 15, 1992**  
**Revised September 7, 2001**  
**Revised November 7, 2003**

x \_\_\_\_\_  
**Michael Deneen**

x \_\_\_\_\_  
**Richard Bickerton**

**President, NSAAC**

**Date:** \_\_\_\_\_

**Witnessed By:**

**Sign:** \_\_\_\_\_

**Print:** \_\_\_\_\_

**Sign:** \_\_\_\_\_

**Print:** \_\_\_\_\_

**V. President, NSAAC**

**Date:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Date:** \_\_\_\_\_