

# WESTCHESTER AMATEUR ASTRONOMERS

## BYLAWS

### **ARTICLE I: PURPOSE AND ORGANIZATION**

#### Section 1.1: Purpose

The Westchester Amateur Astronomers, hereafter referred to as the "WAA", shall have as its purposes:

To promote knowledge and understanding of astronomy and related sciences.

To hold programs, organize field trips and activities, and provide observing opportunities of astronomical interest for both the membership of the WAA and the public.

#### Section 1.2: Organization

The WAA is organized exclusively for educational purposes; it shall have no stock. No part of the earnings or assets of the WAA shall inure to the benefit of, or be distributable to, any of its members or any other individuals. All such earnings and assets shall be used exclusively to further the purposes of the WAA. Upon dissolution or liquidation of the WAA, its assets shall, after payment or making provision for the payment of its liabilities, be given to a nonprofit organization dedicated to the promotion of an interest in Astronomy among the general public. The membership of the WAA, by majority vote of its Board of Directors at the time of dissolution, shall determine which nonprofit organization shall be the recipient of these assets.

### **ARTICLE II: MEMBERSHIP**

Section 2.1: Membership in the WAA shall be open to any individual interested in astronomy or its related sciences, and who shares the objectives of the WAA.

Section 2.2: Membership privileges shall be extended to include the spouse and minor children of the member who is interested in astronomy and the WAA's objectives. The Membership shall be issued in only one name.

Section 2.3: When a minor child of a WAA member reaches the age of twenty-one (21) that person must obtain a regular membership in order to continue having membership privileges.

Section 2.4: Communication to Membership: Members shall receive all official communications from WAA by email, or by regular mail only if the member does not have an active email address. The email or regular mail address on file at the time of the communication shall be used. It is the responsibility of members to update WAA if their email address changes.

### **ARTICLE III: DUES**

Section 3.1: Rate of Dues: The annual rate of membership dues of the WAA shall be determined by the

membership upon recommendation of the Board of Directors by vote at the Annual Meeting.

Section 3.2: Payment of Dues: The annual dues and membership shall cover the period from the first day of the month in which an individual's dues are first received by the WAA through the last day of the month preceding the anniversary month of membership in the following year.

Section 3.3: Default of Payment: Members will be notified at least two (2) weeks prior to the expiration of membership that their dues for the coming year are now due. A member shall be subject to the loss of all privileges of membership if dues have not been received by the WAA within two (2) months of expiration of membership. Anyone whose membership has lapsed because of nonpayment of dues may be reinstated by payment of the regular dues for the current year, retroactive to the original anniversary date. For memberships that have lapsed for one (1) year or longer a new anniversary date will be established upon payment of dues.

#### **ARTICLE IV: MEETINGS OF MEMBERS**

Section 4.1: Annual Meeting: The Annual Meeting of the members of the WAA shall be held in December at a time and place to be determined by the Board of Directors.

Section 4.2: Special Meetings: Special Meetings of the membership shall be called by the Secretary upon request of the Board of Directors, or by petition of at least ten (10) members qualified to vote. No business other than that specified in the call thereof, or matters incident thereto, shall be transacted at any Special Meeting.

Section 4.3: Notices: Notice of the Annual Meeting, and all Special Meetings, shall be provided to members at least fourteen (14) days before the A list of all candidates for election to office, a ballot for use by members, and a notice of any other official business shall be included with the notice of the Annual Meeting.

Section 4.4: Voting: Only the member in whose name a membership is issued shall have voting privileges. At any meeting at which a quorum is present a majority of votes cast shall decide any matter brought before the meeting, unless otherwise specified by these Bylaws, or required by law.

Section 4.5: Quorum: Fifteen (15) percent of total members qualified to vote shall constitute a quorum at all meetings of the members.

Section 4.6: Program Meetings: Meetings for the purpose of presenting programs or speakers on the subject of astronomy, or related topics, may be scheduled by the Board of Directors. The membership and the public shall be invited to all such meetings.

#### **ARTICLE V: ELECTIONS**

Section 5.1: Eligibility: Any member, holding membership in their own name, and eligible to vote, shall be eligible to hold any of the elective offices. No person shall serve in more than one office at a time.

Section 5.2: Term of Office: Officers shall be elected to serve a one-year term, or until their successors

are elected and qualified. No person shall be elected to serve in the same position for more than two consecutive terms. Any officer who has served for more than half a term shall be considered to have served a full term.

Section 5.3: Method: A slate of proposed officers shall be assembled by the Nominating Committee and alternative candidates may, with the approval of each alternative candidate, be proposed to the Secretary at least twenty (20) days before the Annual Meeting upon petition by ten (10) members qualified to vote. The Secretary will provide a list of all candidates for office, along with a ballot, to all members at least fourteen (14) days before any election. Members may cast ballots by mail or in person at the Annual Meeting. Mailed ballots must be received by WAA prior to the Annual Meeting to be valid. A plurality vote shall constitute an election. In case of a tie the choice shall be decided by lot.

Section 5.4: Report: Two tellers shall be appointed by the President to count and record all votes.

## **ARTICLE VI: OFFICERS**

Section 6.1: Number and Names: The elected officers of the WAA shall be the President, Senior Vice President, Secretary, Treasurer, and five (5) Vice Presidents.

Section 6.2: Vacancies: If a vacancy occurs in the office of President, the Senior Vice President shall become President. A vacancy in any other office shall be filled by a majority vote of the Board of Directors. A resignation shall be deemed to take effect upon its receipt by the Board of Directors of the WAA.

Section 6.3: Duties:

§6.3A: President. The President shall preside at all meetings of the members and of the Board of Directors. The President shall be a member *ex-officio*, without vote, of all committees. The President shall designate, with the approval of the Board of Directors, the chairmen and members of committees and the assistants to the various officers. The President may sign or countersign all certificates, contracts, checks, and other instruments of the WAA, and shall perform all other such duties as are incident to the office or which shall be assigned to the President by the Board of Directors.

§6.3B: Senior Vice President. The Senior Vice President shall perform the duties of the President during the President's absence or inability to act. The Senior Vice President shall perform such other duties as are assigned temporarily by the President or permanently by the Board of Directors. The Senior Vice President may, with the approval of the President and the Board of Directors, delegate the performance of these additional duties, except those duties pertaining to the Presidency, to committee heads or assistants.

§6.3C: Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; sign all instruments requiring the Secretary's signature or attention; preserve all papers, letters, and records of the WAA; conduct and handle the correspondence of the WAA, except in such cases as it has been assigned to other officers by the Board of Directors; issue all notices required by these Bylaws, statute, or resolution of the Board of

Directors; and to perform all other duties incident to the office of Secretary, subject to the control of the Board of Directors; and to perform such other duties as may be assigned temporarily by the President or permanently by the Board of Directors. The Secretary may, with the approval of the President and the Board of Directors, delegate the performance of various duties to assistants. In addition, the Secretary may call a previously scheduled meeting to order, in the absence of the President or Senior Vice President, and preside until the election of a Chairman *Pro-Tem*, which shall take place immediately.

§6.3D: Treasurer. The Treasurer shall have custody of all the funds of the WAA and be responsible for all bookkeeping and accounts; see that the funds of the WAA are deposited to its credit in such banks as the Board of Directors may designate; see that only such bills as are authorized by the Board of Directors are paid; see that full and accurate accounts are kept and make financial statements to the Board of Directors at their meetings and to the membership at the close of the fiscal year; at the close of each fiscal year, and before leaving office, submit the financial records of the WAA for audit; perform such other duties as may be assigned temporarily by the President or permanently by the Board of Directors.

§6.3E: Vice Presidents. ~~Three (3)~~ Five (5) Vice Presidents shall be elected. They will be assigned by the Board of Directors to establish, supervise, or chair one or more of the WAA's activities or committees and/or perform such other duties as may be incident to the office, subject to the control of the Board of Directors, or as may be assigned to them temporarily by the President or permanently by the Board of Directors. They may, with the approval of the President and the Board of Directors, delegate the performance of various duties within their area of responsibility to committee heads or assistants.

Section 6.4: Description of Duties: All officers and officer candidates shall be given a written description, by the Board of Directors, of their assigned or anticipated duties. Officers shall also receive a written description of any additional permanent duties assigned to their office during their term of office. The Secretary shall keep a copy of these descriptions on file.

Section 6.5: Compensation. Officers shall not receive any compensation for their services. Necessary expenses of officers incurred in conducting the business of the WAA shall be reimbursed at an appropriate amount fixed by the Board of Directors.

## **ARTICLE VII: BOARD OF DIRECTORS**

Section 7.1: Board of Directors: The Board of Directors of the WAA shall be composed of the elected officers of the WAA.

Section 7.2: All powers of the WAA are vested in and shall be exercised by the Board of Directors unless otherwise prescribed by statute or these Bylaws. The Board of Directors shall a) Carry out the stated purposes of the WAA; b) Transact the business of the WAA in the interim between Annual meetings and report to the members on the business transacted; c) Supervise the affairs of the WAA and devise measures for its growth and prosperity; d) assemble an annual budget for approval by a majority of the WAA membership voting and which covers the June 1st to May 31st fiscal year; e) Determine which officers and other persons shall be bonded and fix the amount for each; f) Decide upon the exact date,

time, and place of the Annual Meeting; g) Determine provision for the reimbursement of regular expenditures incurred by officers and committees and for nonrecurring expenditures up to 5% of the prior year's revenues; h) Select a place for the deposit of funds, provide for and authorize their investment; i) Provide for an audit of all books of account at intervals required to ensure its fiduciary responsibility. j) Provide for the proper care of all property of the WAA; k) Approve the appointment of committee chairpersons and members and assistants to the various officers; l) Establish or disband committees (Except for the Auditing and Nominating Committees) as need arises; m) Perform all other functions which are incident to carrying out the responsibilities of a Board of Directors subject to the limits imposed by statute or these Bylaws.

Section 7.3: Regular Meetings: The Board of Directors shall hold at least two (2) Regular Meetings a year, with a minimum of one Regular Meeting every six (6) months.

Section 7.4: Special Meetings: Special Meetings of the Board of Directors shall be called by the Secretary at the request of the President, or of three or more members of the Board of Directors. No business other than that specified in the notice of the meeting shall be transacted at any Special Meeting.

Section 7.5: Location: Meetings, Regular or Special, shall be held at such places as the Board of Directors may from time to time determine.

Section 7.6: Meeting Notices: The Secretary shall provide notice of each meeting, whether Regular or Special, of the Board of Directors to each member of the Board not later than seven (7) days before the meeting by the manner specified in §2.4.

Section 7.7: Quorum: Four members of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors.

Section 7.8: Vacancies: Any officer/director who fails to attend three successive board meetings, without an acceptable explanation, may be deemed to have submitted a resignation, and the Board of Directors may declare the office vacant.

## **ARTICLE VIII: COMMITTEES**

Section 8.1: Standing Committees: The Standing Committees of the WAA shall be the Auditing and Nominating Committees. The Auditing and Nominating Committee shall each consist of two members of the WAA, elected by the members at each Annual Meeting. The Board of Directors shall appoint a third member to the Auditing and Nominating Committees to serve as Chairperson . If a vacancy occurs in any position on the committees the Board of Directors shall appoint a successor to complete the un-expired term.

Section 8.2: Auditing Committee: The Auditing Committee shall audit the financial records and books of the WAA and compare them with the checks issued and receipts received for expenditures, and with the financial statements of account received from those institutions where money of the WAA is deposited or invested. Should there be any investments or other property, an inventory of those assets shall also be done. The Auditing Committee shall report their findings in writing to the Secretary, for presentation to the Board of Directors and the membership, and present a copy of the report to the Treasurer to be

retained with the WAA's financial records, within sixty (60) days of the close of the previous fiscal year, which ends May 31st, and also immediately upon the Treasurer's leaving office.

Section 8.3: Nominating Committee: The Nominating Committee shall assemble a slate of proposed officers for the next election. Only those candidates accepting nomination may be proposed. The written report of the Nominating Committee shall be in the hands of the Secretary at least thirty (30) days prior to the Annual Meeting.

Section 8.4: Special and Operating Committees:

§8.4A: Operating and Special Committees. The Board of Directors may establish such Operating or Special Committees as it deems necessary for the smooth and efficient operation of the WAA. The Board of Directors may disband those Operating and Special Committees that it no longer deems necessary or useful.

§8.4B: Committee Chairpersons and Members. The President, with the approval of the Board of Directors, shall appoint the chairpersons and members of the various Operating and Special Committees. They serve at the pleasure of the President and Board of Directors, or until the end of the current term of office. They may be reappointed by the newly elected President and Board of Directors.

§8.4C: Description of Chairpersons' Duties. All committee chairmen shall be given a written description, by the Board of Directors, of their assigned or anticipated duties as well as one of the stated purpose, goals, and assigned or anticipated areas of responsibility of the committees they will chair. The committee chairpersons shall also receive a written description of any additional duties or responsibilities permanently assigned to their positions or committees during their tenure in that position. The Secretary of the WAA shall keep a copy of these descriptions on file.

Section 8.5, Compensation. Committee chairpersons and members shall not receive any compensation for their services. Their necessary expenses, incurred in conducting the business of the WAA, shall be reimbursed at an appropriate amount fixed by the Board of Directors.

#### **ARTICLE IX: AMENDMENT OF THE BYLAWS**

These Bylaws can be amended at any general meeting of the members of the WAA provided that notice of the proposed action, and a text of the amendment along with a proxy ballot for use by the members, has been provided at least fourteen (14) days prior to the scheduled date of the meeting in the manner prescribed in §2.4. Amendments may be proposed in this manner by approval of the Board of Directors, or on petition by ten (10) members qualified to vote. Approval by two-thirds (2/3) of those voting is necessary for the passage of an amendment to these Bylaws.

#### **ARTICLE X: PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, as from time to time revised, shall govern the WAA in all cases to which they are applicable, and in which they are not inconsistent with statute and these Bylaws.

Approved as amended, December 7, 2018