

THE WILLINGBORO ASTRONOMICAL SOCIETY

MISSION STATEMENT

The mission of the Willingboro Astronomical Society is to promote amateur astronomy within the community through educational seminars and public star watches.

Note: The Willingboro Astronomical Society is currently Doing Business As (DBA) WAS and the West Jersey Astronomical Society.

ARTICLES AND BYLAWS, Amended October 2, 2020

These bylaws state the guidelines, procedures and rules that are used to conduct the business of the Society. They will be published as a document (printed or electronic) to any Society member who requests it and will also be published on the Society's Web site.

ARTICLE I

OFFICES

Section 1.1.

The name of the Society shall be the Willingboro Astronomical Society (hereinafter referred to as the Society).

Section 1.2.

The Society may have such offices as the Board (as defined hereinafter) may from time to time determine.

ARTICLE II

MEMBERSHIP

Section 2.1.

NON-DISCRIMINATION:

The Society does not discriminate against any person with regard to race, ethnicity, national origin, age, religious belief, gender, sexual orientation or disability/handicap. The Society strictly adheres to local, state, and federal laws and regulations governing nondiscrimination.

Section 2.2.

Membership is open to the Public with the following qualifications:

In order to achieve the Society's stated Mission, it must enjoy the trust of Public for its continued long-term support. To accomplish this, the Society will require of any individual seeking membership into this Society to first, possess the appropriate behavioral standards that both our Society warrants and the Public expects of our membership, and second, not represent a possible liability to Society's interests or the Public's well-being. Therefore, any individual who does not meet our Society or the Public's

expectation of appropriate behavioral standards or represents a possible liability to Society's interest or the Public's well-being will be denied membership into this Society. Any question as to whether an individual meets our Membership requirements will first be addressed by the Board of Directors and if not resolved by the Board, then by the Society's membership in general.

Section 2.3.

Membership in the Society shall consist of those persons who are current in paying the annual membership dues as well as those who have been awarded a Lifetime Membership.

Section 2.4.

To maintain membership, each member and officer must pay the annual dues rate as established by the officers. The annual dues will be established by the Board prior to the beginning of the membership year. All new members must pay prorated dues at a rate established by the officers for the remainder of the year in which he or she first joins. For example, if annual dues are set at \$24 and someone wishes to join during July, the new member's prorated dues for that year would be \$12 (\$2/month x 6 months).

Section 2.5.

Memberships must be renewed at the end of the calendar year by paying the full dues for the next year. There will be no refund for paid dues if a member wishes to withdraw his or her membership partway through the year.

Section 2.6.

A Society member shall automatically be accorded a vote in the election of Society officers and all issues requiring a vote, as well as all the benefits and privileges of membership.

Section 2.5.

An individual may be removed from the club's membership role by a vote of the Board of Directors. The individual being removed from membership must have committed an infraction that puts the club's membership, the Society's assets or the welfare of the public in jeopardy.

ARTICLE III

MEETINGS OF THE SOCIETY

Section 3.1.

In most instances, there will be two meetings each month. One formal business meeting and one non-business meeting. This may be modified when there are scheduling conflicts such as holidays and meeting room closings. All meetings of the members shall be held at the site and on the dates specified by the Society officers.

Section 3.2.

Generally, the first meeting of each month will be the "formal" meeting in which Society business is conducted. However, this date may change based upon the New Moon cycle.

Section 3.3.

At the December meeting each year, the election of Society officers will be held, in accordance with the officers' election process as stated in Article 11. Notwithstanding the foregoing, the selection of Society officers may be held by mail as set forth in Article 11 of these Bylaws.

Section 3.4.

Notice of any meeting of members, stating the time, place, day and the general nature of the business to be transacted, shall be served not less than ten nor more than fifty days before such meeting, unless a greater period of notice is required by statute. If a meeting requires a vote by the membership, notice about such a vote will be sent to the members in accordance with Article 7.

Section 3.5.

The President or Vice President or Secretary will moderate the meetings, in that order, depending on their attendance.

Section 3.6.

Any permanent changes to the meeting schedule must be approved according to Article 7 of these Bylaws.

Section 3.7.

All meetings will be open to the public and the public may join in any discussions being held. However, only paid members may vote.

ARTICLE IV

OFFICERS

Section 4.1.

There will be four officers and their terms will be the calendar year to which they are elected. Terms will run January through December of each year. There are no limits on the amount of times officers can serve in their position. The officers shall be current members of the Society.

Section 4.2.

The officers' primary responsibilities are as follows:

- President – Responsible for enforcing the procedures and guidelines in these Bylaws, moderating Society meetings, schedules, and Officer's meetings.
- Vice President – Serves as Acting President in the absence of the President.
- Secretary – Schedules the meeting room and records minutes for each meeting.
- Treasurer – Proposes the annual budget, provides a financial report during the formal meeting of each month, obtains Society liability insurance and pays the Society expenses approved in the budget. The Treasurer will maintain the books and records of the Society in accordance with normal business practices. The Treasurer will collect dues and maintains the Society membership list. If the Equipment Master position is vacant, the Treasurer must maintain an inventory of all Society assets, both physical

and intellectual. The Treasurer will also be responsible for completing and filing of the appropriate 990 returns when due.

- Secretary / Treasurer – This position of Secretary and Treasurer may be combined into a single position providing the membership agrees during the annual vote. This combined position will be responsible for the duties as described above.

Section 4.3.

The officers shall be elected by the members and shall serve in their respective offices for a one-year term.

Section 4.4.

In addition to the elected officers, the President may invite, at his/her discretion, one or more past officers to serve as part of an advisory Board. Members of the Board will participate in Board meetings as called by the President to discuss Society management issues and propose any actions or decisions necessary to address those issues.

Section 4.5.

In addition to the Officers, the President may appoint one or more directors to perform specific functions within the Society which will be drawn from the membership. Additional director positions may be added as needed upon the President's discretion. A member may hold more than one Directorship. Officers may serve as directors.

- Elections Director – a member who is not a current nominee or holder of office who will conduct the nominations and elections processes.
- Education Director – organizes membership education both in meetings and for the public.
- Web Site Director – responsible for maintaining the Web site in working, updated condition following policies as defined by the Board.
- Star Watch Director – responsible for scheduling and organizing the public start watches.
- Postmaster General – responsible for picking up the Society's mail and forwarding it or responding to it as needed.
- Equipment Master – responsible for the maintenance of society's equipment and for maintaining an accurate inventory as well as any rental equipment.

ARTICLE V

SCHEDULE

Section 5.1.

At the beginning of the year, a proposed meeting schedule for the next year will be prepared and posted on the Society's Web site. The schedule will include:

- Society Meetings/Events
- Star Watches

- Christmas Party and Picnics
- Other items as deemed appropriate Other events, such as prominent astronomy conventions, may be included as well. The schedule will be posted on the Society’s Web site and updated throughout the year as needed by the Web Site Director.

ARTICLE VI

BUDGET

Section 6.1.

An annual budget will be prepared by the Treasurer in consultation with other Society directors as needed.

Section 6.2

The general operating procedures for budget are as follows:

- The Treasurer will document all expenses and revenues for the year.
- Each January / February, the Treasurer will project the revenues and expenses for the current calendar year and present this proposed budget to the officers.
- The officers will, add, delete and or approve any “unusual” revenues or expenses to the annual budget. Unusual means one-time or “not normal” expenditures. The officers will also propose any membership fee increases or decreases within the annual budget.
- After the officers have reached a consensus on the annual budget, the budget will be presented to the membership for comments and approval.
- During the Treasurers report each month an update on the Budget should be presented.
- Expenditures not included within the approved Annual Budget will need Membership approval if over \$250.00. These “unbudgeted” expenditures will be presented to the Society membership for approval by the Treasurer or Officer sponsoring the expenditure.

Section 6.3

The budget must include:

- Society Liability Insurance
- Projected revenues and expenses
- A list of all proposed, but unfunded, projects, purchases, divestitures, etc.

Section 6.4

The budget shall be approved by a simple majority of the officers by the February formal meeting. In the event of a tie, the Star Watch Director shall cast the deciding vote. The Treasurer must present the approved budget to all members via handouts, email, and/or post, if necessary.

Section 6.5

Any changes to the budget shall be approved by a simple majority of the membership in attendance at the time. The Treasurer must present any changes to the budget to all members via handouts, email, and post/or, if necessary.

ARTICLE VII VOTING PROCESS

Section 7.1.

Members may be asked to vote on various issues proposed by the officers or other members. The general voting process will consist of the following:

- A proposal is made by a member or officer during any meeting. The proposal must be seconded. • An initial discussion among present members will be held.
- The officers decide, by simple majority, if the proposal is to be brought to a general vote.
- The President will decide to hold an immediate vote or place the vote on the docket of the next formal meeting that is at least two weeks in the future. Timing of the voting date will be dependent on the need for further research into the topic, such as possible financial ramifications.
- The Secretary will notify all members via email and the Web site of the upcoming vote.
- At the designated meeting, the President will present the proposal, open discussions, close discussions, and hold the vote.
- The proposal will be passed by a simple majority of members present at the meeting. The President may, at his/her discretion, or at the request of the membership postpone the vote if more discussion is needed or participation in the vote is considered inadequate.

Section 7.2.

Except as may be otherwise provided by statute or by these Bylaws, a quorum for the transaction of business at any meeting shall consist of those members entitled to vote who are present in person at the meeting. Members may also participate in any vote by means of a proxy vote sent to the Secretary or Elections Director, who will specify by notice to the membership the parameters by which their vote will be counted.

Section 7.3.

Except as may be otherwise provided by statute or by these Bylaws, the vote of a majority of the members entitled to vote who are present in person (at the meeting) shall decide any question brought before any meeting.

ARTICLE VIII

MINUTES

Section 8.1.

The Secretary is responsible for recording and maintaining minutes of the proceedings at all formal Society meetings, executive committee board meetings and shall include the following in the minutes, if applicable:

- Voting and approval processes and results.
- Proposals and discussions concerning Society business in both the membership and officer meetings.
- An outline of non-business activities at each formal meeting Members may obtain copies of the minutes per request of the Secretary.

ARTICLE IX

EXECUTIVE BOARD MEETINGS

Section 9.1.

Periodically, at the discretion of the President, the President will hold a Board meeting, exclusive of the membership, for planning purposes. The Board will consist of the current officers and one or more past officers at the discretion of the President.

Section 9.2.

The Secretary will record minutes of these meetings. At least one Board meeting must be scheduled per year.

Section 9.3.

The President may opt to have any number of the general membership be present at the Executive Board meeting.

ARTICLE X

PUBLIC STAR WATCHES

Section 10.1.

Star Watches are outdoor, nighttime events open to the public. The goal is to educate the public on astronomy, light pollution, and use of astronomical related equipment.

Section 10.2.

Star Watches are scheduled by the Star Watch director in consultation with the officers and other Society Directors as necessary.

Section 10.3.

The preferred location will provide ease of access to the public. Examples are County, Municipal, Township and State Parks. These locations provide the best facilities and good (viewing) horizons, while providing the primary liability insurance.

Section 10.4.

Participation at public Star Watches is done voluntarily by Society members. Events are publicized by the Star Watch Director via the Society's Web site, newsgroup, and/or membership meetings.

ARTICLE XI
OFFICER ELECTIONS

Section 11.1.

Elections will be held annually using the following process and will be the responsibility of the Elections Director. If the Elections Director cannot complete the process, the President will appoint another Elections Director. The Elections Director cannot be a nominee for or a holder of an office. The Secretary will record the results of the election process in the minutes. No officer can hold more than one office simultaneously.

Section 11.2.

The elections schedule is as follows:

- The election schedule will be published in the October newsletter and posted on the Society Web site.
- Nominations will be held during the October and November meetings. Nominations will be closed during the November informal meeting.
- Elections will be held during the December formal meeting.

Section 11.3.

The nominations process is as follows:

- Nominations will be opened via announcement at the October formal meeting.
- Nominations will be requested for each office separately.
- Any nominee must agree to the nomination.
- Nominations will be closed by requesting that someone request that nominations be closed, seconded and approved by the majority of the meeting attendees by a show of hands.
- Proxy nominations may be submitted to the Elections Director via telephone or email.
- The latest nominee list will be published in the Society's newsletter, via email, and on the Web site.

Section 11.4.

Election voters will consist of the members and officers in attendance and any proxy votes sent to the Elections Director. The winner will be decided by a simple majority count. The process for elections is as follows:

- The Elections Director will declare elections open at the December formal meeting.
- Elections will be held separately for each office.
- During the election for an office, the nominees for that office will leave the voting room.
- The winner will be decided by simple majority count. If there is a tie, the winner will be decided by a coin toss administered by the Elections Director.
- After each election, once the nominees have returned to the voting room, the Elections Director will announce the winner.
- After all officers have been elected; the Elections Director will close the elections.
- In the event that there is only one candidate for an office, the members will simply affirm the candidate's nomination by consensus.

ARTICLE XII

RESIGNATION OF AN OFFICER

Section 12.1.

If an officer cannot complete their term, the President will appoint an officer from volunteers from the membership to serve for the remaining term of the position. The President should not let any office remain vacant for more than one month.

Section 12.2.

If the President cannot complete their term, the President will appoint the Vice President to serve as Acting President for the remainder of the term. The Vice President's position will remain unfilled until the next election cycle.

ARTICLE XIII

SOCIETY ASSETS

Section 13.1.

All officers must be fully authorized to access and administer the Society's bank account.

Section 13.2.

All Society-related physical assets (keys, PO Box, projector, telescopes, etc.) must be documented. If possible, shared access should be maintained to these physical assets.

Section 13.1.

All Society intellectual property (including Web site logon credentials, domain ownership information, access to Web site backup files, other passwords, etc., treasuring information) must be documented and shared among the officers. The information must be audited annually by all officers during a common meeting.

ARTICLE XIV
DISSOLUTION OF SOCIETY

Section 14.1.

Upon dissolution of the Society, any assets held by the Society will be transferred to a related astronomical society that supports our mission statement and is a qualified 501(c)(3) organization.

ARTICLE XV
APPROVING AND CHANGING THE BYLAWS

Section 14.1.

Any member or officer can propose a change to these Bylaws either during a formal meeting or via proxy. The rules for accepting proposals for a vote and voting itself are the same as described in Section 7 of these Bylaws except that a yea vote must be by two-thirds to ratify.