

BY-LAWS OF SAN DIEGO ASTRONOMY ASSOCIATION

Article I – Membership and Dues

Section 1.0 -Membership Application

Applications for membership shall be made to the Board of Directors who will review each application within 45 days of receipt. No application shall be considered unless accompanied by all dues applicable, which shall be returned if the application is not accepted.

Section 2.0 -Classes of Membership

A. Basic Member C. Associate Member (Under 18 years old) E. Honorary Membership
B. Contributing Member D. Family Member

Section 3.0 -Privileges Of Membership

Except as noted elsewhere in this article, privileges of membership shall include the right to vote, hold office and attend board meetings. Other privileges include the use of the library and other club equipment and facilities, and other such privileges as may be designated by the Board of Directors.

3.1-Basic Member

This class of membership includes those privileges as described in 3.0.

3.2 -Contributing Member

This class of membership has all the privileges as noted in 3.0, plus unlimited access to the club observing site, as well as other privileges as designated by the Board of Directors outlined in the Operational Procedures.

3.3-Family Member

This membership is available to a person who is in the immediate family of a Basic or Contributing Member. This membership has the same rights and privileges as the Basic Membership.

3.4 -Associate Member

This membership is available to persons under the age of 18 and is granted by the Board of Directors under conditions of special circumstances. An associate member cannot serve as an officer of the corporation.

3.5 -Honorary Member

An honorary member is a distinguished member of the astronomy community, who by virtue of their standing in their field, brings considerable talent and expertise to the association. An honorary member shall have all the rights and privileges of a Contributing Member, except that no honorary member may hold office.

Section 4.0 -Voting

Each member shall have only 1 (one) vote, regardless of class.

Section 5.0-Dues

The annual dues shall be established by the Board of Directors, and outlined in the Operations Procedures. The annual dues structure shall be arranged to allow operation of the Association in a fiscally responsible and solvent manner, at the same time retaining the smallest fees possible.

Section 6.0 -Payment of Dues

Dues shall become due and payable on the annual anniversary date of first joining. Any member whose dues are delinquent for more than 60 days shall automatically be terminated from membership.

Article II – Officers and Their Election

Section 1.0 -Officers

The officers of this corporation shall be President, Vice–President, Recording Secretary, Corresponding Secretary and Treasurer. They shall be members in good standing and shall be 18 years or older at the time of taking office.

Section 2.0 -Election of Officers

Officers shall be elected annually. If there is but one nominee for any office, there shall be a motion before the Board of Directors that the Recording Secretary cast the elective ballot of the organization for the nominee.

Section 3.0 -Terms of Office

Officers shall assume their duties at the January membership meeting of the corporation. Officers shall serve for a term of two years or until their successors are elected. Terms of office shall be staggered; with the President, Vice–President, and Corresponding Secretary elected together biannually on even years and the Recording Secretary and Treasurer elected together on the alternate intervening years.

Section 4.0 -Term Limits

A person shall not be eligible to serve more than two consecutive terms in the same office.

Section 5.0 -Nominating Committee

There shall be a nominating committee consisting of three members, one of which shall be elected by the Board of Directors from its body, and two elected by the membership at the regular meeting in October. The President shall appoint one of the three to serve as Chairman of the Committee. The purpose of this committee is to solicit and accept nominations for the position open to election.

Section 6.0 -Nominations

The nominating committee shall solicit nominees for each office to be filled and report at the regular membership meeting in November. Following the report of the Nominating Committee, an opportunity shall be given for final nominations from the floor.

Section 7.0 -Ballots

The Board of Directors shall submit each office for which there is more than one nominee to all the voting members by mail ballot. The candidate receiving greatest number of votes shall be elected to office.

Section 8.0 -Nomination Eligibility

Only those who have consented to serve, if elected, shall be eligible for nomination, either by the committee or from the floor.

Section 9.0 -Office Vacancy

A vacancy occurring in any office shall be filled by an appointee designated by the Board of Directors. The appointee shall hold the position until the next election.

Article III – Duties of Officers

Section 1.0 -President

The President shall preside at all meetings of the membership and of the Board of Directors, shall appoint the chairmen of standing and special committees, shall coordinate the work of the officers and committees in order to promote the purposes of this corporation, and shall, with the Recording Secretary, when properly authorized, execute all legal documents in the name of the corporation.

Section 2.0 -Vice–President

The Vice–President shall act as aide to the President, shall perform the duties of the President in his absence or inability to serve, and shall be ex-officio chairman of the Program Committee.

Section 3.0 -Recording Secretary

When required, the Recording Secretary shall record the minutes of all membership meetings and all Board of Directors meetings, shall be the custodian of the official copy of Articles of Incorporation and By-Laws, shall, with the President and properly authorized, execute all legal documents in the name of the corporation, and shall perform such other duties as may be delegated to the Recording Secretary. Minutes of all meetings of the Board of Directors and membership shall be read at the next succeeding meeting.

Section 4.0 -Corresponding Secretary

The Corresponding Secretary shall keep the correspondence records of the organization and prepare and send such communications as may be authorized by the membership or Board of Directors and shall perform such other duties as may be delegated to the Corresponding Secretary.

Section 5.0 -Treasurer

The Treasurer shall receive all moneys of the corporation, shall keep an accurate record of receipts and expenditures including the official Membership Book and Dues accounts, and shall disburse treasury funds for all obligations of the corporation provided they are incurred in accordance with the provisions of the Articles of Incorporation and By-Laws. The

Treasurer shall present a financial statement when requested by the Board of Directors. An annual report shall be available to the membership. The Treasurer's accounts shall be examined annually by an auditing committee of not less than three members who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The Auditing Committee shall be appointed by the Board of Directors.

Section 6.0 -Leaving Office

All officers shall deliver to their successors all official corporation records and property by the first business meeting in January following their election.

Section 7.0 -Absences

The position of any officer who is absent from three successive membership and/or Board of Directors meetings shall be declared vacant unless such absence is excused by the Board of Directors.

Article IV – Meetings

Section 1.0 -Schedule

Regular meetings of this organization shall be held at such place and time as may be determined by the Board of Directors.

Section 2.0 -Special Meetings

A special membership meeting of the organization may be called by the Board of Directors, but only after five days written notice to each member of the time, place and purpose of such a meeting has been given. Such a special membership meeting shall be limited to the transaction of business directly related to the stated purpose.

Section 3.0 -Quorum

A quorum of members shall consist of at least one officer present to conduct the meeting plus at least 10% of the members at any regular meeting or special business meeting of the organization, provided that a quorum shall constitute no less than 7 members. This section does not pertain to regular meetings of the Board of Directors, who shall meet at least once each month.

Section 4.0 -Eligibility to Participate

The privilege of being nominated to or holding office, introducing motions, debating and voting, shall be limited to members of the organization whose dues are not delinquent.

Article V – Board of Directors

Section 1.0 -Duties

The Board of Directors shall direct the affairs of the Corporation and determine its policies insofar as may be consistent with these By-Laws and to the extent authorized or permitted by law.

Section 2.0-Composition

The Board of Directors shall be composed of nine (9) members and shall consist of the five (5) officers of the corporation and four (4) directors elected from the membership.

Section 3.0 -Directors Terms of Office

Directors other than the officers shall be elected for one (1) year at a time and under the conditions prescribed for the regular election of officers.

Section 4.0 -Quorum of Directors

A quorum of the Board of Directors shall be four, provided at least two officers are present and one of those is either the President or the Vice President.

Section 5.0-Dues Structure

The Board of Directors shall have authority to raise membership dues if and when necessary to cover increased cost of publications, correspondence, postage, and other operating expenses.

Article VI – Committees

Section 1.0 -Appointment of Committees

The Board of Directors shall appoint, when necessary, standing committees of the Corporation.

Section 2.0 -Appointment of Members

The chairmen of standing committees may appoint any member of their choice to serve on their respective committee.

Section 3.0 -Terms of Committees

Special committees may be created at any time by the membership at any meeting of the Board of Directors. Unless otherwise ordered, special committees shall be appointed by the Board of Directors for a specific purpose and expire automatically at the conclusion of their mission.

Section 4.0 -Presidential Membership

The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 5.0 -Revocation of Appointment

The Chairman and membership of any standing or special committee may have their appointments revoked by action of the Board of Directors.