

Madison Astronomical Society, Inc.

By-Laws

ARTICLE I

Name:

The name of this association shall be Madison Astronomical Society, Inc. a non-profit 501(c)(3) corporation herein referred to as the Society. The Society's fiscal year for internal accounting and reporting shall be from October 1 to August 31 of the following year.

ARTICLE II

Purpose:

The purpose of the Society shall be to promote an appreciation of astronomy, to engage in educational activities among amateur astronomers and between amateur astronomers and the public. The Society shall maintain an astronomical dark sky site for a variety of astronomical activities.

ARTICLE III

Section I:

Membership:

General Assembly: The members of the Society present at any meeting shall constitute its General Assembly. Each membership shall have one vote at a regular or special meeting of the General Assembly. The membership of the Society shall be classified in the following way:

General Membership: Any person or family who has paid annual dues to the Treasurer shall become a General Member, having one vote per membership.

Student Membership: A personal membership for any university, technical or high school student under the age of 25 years who has paid the annual dues to the Treasurer shall become a Student Member.

Observing Membership: A General or Student Member shall become an Observing Member upon payment of observing dues. Any member who has paid the additional annual fee to the Treasurer shall have the privilege of using the observing facilities operated by the Society, conditional on receiving instruction in proper use of the facilities. The Board of Directors shall have authority to establish the scope of these privileges.

Lifetime Honorary Membership: A member whose dedication and devotion has extended over a period of years and who has contributed a work of major significance worth extraordinary recognition may be given a Lifetime Honorary Membership by a majority vote of the General Assembly. Such membership shall be equivalent to an Observing Membership. Such members shall not be liable for payment of dues nor be eligible for any office.

Patron Membership: The Board of Directors shall have the authority to set up special classes of membership for people or corporations that make special contributions to the Society that are above the monetary fee for any of the above membership classes.

Section II

Annual Dues and Fees shall be determined by majority vote of the Board of Directors, subject to ratification by the General Assembly.

ARTICLE IV

The Board of Directors:

The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Observatory Director and two (2) Directors at Large. All eligible candidates shall be selected from members who have paid their dues. Each member of the Board of Directors shall have one vote at Board meetings. A quorum for a meeting of the Board of Directors is five (5) members present.

Further, the Board of Directors:

Shall hold planning sessions with heads of committees for organizational purposes;

Shall have authority to suspend the membership privileges of any member because of misconduct at the observing facilities or at the activities of the Society until such suspension is acted upon in a timely manner by the General Assembly;

Shall have the authority to spend up to \$1500.00 without the consent of the General Assembly.

Shall not borrow money without the consent of a two-thirds vote of the quorum of the General Assembly. The written Plan submitted for approval by the General Assembly shall clearly state the reason for the loan, the amount of the loan, the terms of the loan, any collateral for the loan, and the repayment plan including source of funds.

Section I

The members of the Board of Directors shall be elected for a term of One (1) year.

Section II

Method of Election of the Board of Directors.

Each membership shall have one vote at the Society's Annual meeting to elect its Board of Directors. Voting shall be by either voice vote or ballot. For the election to be valid, a quorum must be present (see Article VII).

Section III

Vacancies occurring between elections shall be filled by special election at the regular meeting following the meeting at which the resignation or withdrawal is announced. Duties of the office meanwhile reside with the President or otherwise, at the discretion of the Board of Directors.

Section IV

Members of the Board of Directors may be removed from office by a 2/3 vote of the General Assembly.

ARTICLE V

Duties of the Directors

Section I: President:

The President shall preside at all business and Board of Directors meetings and shall call extra Board meetings as required, preside at the Society's General Assembly meetings, make appointments to committees and be an ex-officio member of the committees. The President has the same authority over and access to the Society's financial and banking resources as the Treasurer and is subject to the same standards that apply to the Treasurer. The President shall immediately document to the Treasurer any activities affecting the Society's financial and banking accounts.

Section II: Vice-President:

The Vice-President shall preside in the absence or inability of the President to preside and perform other duties normally required by the office of the Vice-President.

Section III: Secretary:

The Secretary shall keep the minutes of the meetings of the Board of Directors, maintain possession of copies of the Articles of Incorporation, and the Society's By-Laws and minutes of other meetings as appropriate. Upon leaving office, the Secretary shall transfer these documents to the incoming Secretary.

Section IV: Treasurer:

The Treasurer has a fiduciary duty to the Society. Under guidance of the Board, the Treasurer manages all Society financial assets in accordance with all relevant state and federal regulations governing 501(c)(3) organizations. Treasurer duties include: (a) keeping accurate records of all financial transactions, (b) accepting member dues, (c) accepting and documenting contributions to the Society, (d) paying all Society bills, (e) preparing quarterly and annual financial statements and budgets, (f) maintaining an up-to-date membership roster, (g) managing all investments, and (h) other financially-related duties as directed by the Board. The Treasurer shall have signing authority and shall be the contact person for all Society financial accounts. The Treasurer shall be the Registered Agent to Wisconsin's Secretary of State and shall be responsible for filing all forms and documents required by local, state and federal governments. With concurrence of the Board, any Treasurer duties may be temporarily transferred to other Board members. Upon leaving office, the Treasurer shall transfer all Society records under the Treasurer's control to the incoming Treasurer.

Section V: Observatory Director:

The Observatory Director shall oversee the use and maintenance of all facilities and equipment owned and operated by the Society as directed by the Board of Directors and guarantee fair use of the facilities and equipment to members as Directed by the Observatory Rules. The Observatory Director shall have the authority to suspend observatory access until such suspension is acted upon by the Board of Directors no later than their next meeting following notification of the suspension.

Section VI: Directors at Large:

The Directors at Large shall assist in the general supervision of the affairs of the Society.

ARTICLE VI

Committees and Operational Appointments:

Ad Hoc committees:

Ad Hoc committees may be appointed by the President as necessary for the purpose of considering special topics and performing specific tasks.

Nominating Committee:

A nominating committee of three members shall prepare a slate of candidates for elected offices at the Annual Meeting of the Society. The slate shall be presented to the membership approximately one month prior to a vote taken at the Annual Meeting.

ARTICLE VII

Meetings:

Meetings of the General Assembly shall be held monthly unless canceled by the Board of Directors. The Annual Meeting shall be held in May.

Quorums:

A quorum for special meetings and for voting meetings of the General Assembly shall be no less than 15 % of the membership, of which at least three (3) are members of the Board of Directors.

Meetings of the board of Directors shall be held as required for the fulfillment of its obligations to the Society and in accordance with State of Wisconsin Non-Stock Non-Profit 501 (c)(3) Corporation requirements. Each member of the Board of Directors shall have one vote at Board meetings. Decisions made by the Board to be valid shall require a quorum of five (5) members to be present at such a board meeting.

ARTICLE VIII

Amendments:

The by-laws may be amended by a 2/3 vote of a quorum of the General Assembly provided that the proposed amendment is published and sent to all members one month prior to the meeting at which the action is taken.

Parliamentary Authority:

The rules in the current edition of Robert's Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any rules of order the Society may adopt.

ARTICLE IX

1. Special Issues:

This section describes the Observatory Endowment Fund, and codifies procedures for resolving several crisis events: (1) the Board membership falling below a quorum; (2) the Society being dissolved; and (3) the Society being merged with another suitable entity.

2. Observatory Endowment Fund:

The Society shall maintain a segregated Observatory Endowment Fund, managed by the Treasurer, and maintained separately from other Society funds. This Fund is intended to generate funds for maintenance and support of the Society's observing site, and to provide funds for extraordinary expenses of the Society related to its mission. Disposition of any of the Fund's interest and/or dividends is under control of the Board. The Board may increase the size of the Fund. Any activity that reduces the Fund's principle starts with an official recommendation from the Board to the general membership, which must approve of the action by a 2/3 vote of the General Assembly. The interval between the announcement of the Board's recommendation and the vote of the General Assembly shall be no less than one month.

3. Board Membership Falls Below Its Quorum Size:

If the Board's membership falls below its quorum size, the Society's membership shall be notified, and a meeting of the membership shall be scheduled within one month. The powers of the Board are then temporarily restricted to managing the club's financial affairs and preparing recommendations (approved by a simple majority of the remaining Board members) as to how to proceed, for consideration by the General Assembly. The General Assembly may accept the recommendation, accept it with modifications, or craft its own solution consistent with the Society's By-Laws. The solution must be approved by a 2/3 vote of the General Assembly; once the plan is carried out, the Board will then return to normal business. However, if two consecutive meetings of the membership fail to approve a plan, the remaining Board may appoint additional Board members at its discretion. The Board will then return to normal business.

4. Asset Disposition Guidelines:

The Board shall develop guidelines covering the disposition of all Society assets in the event the Society is dissolved or is merged with another suitable entity. Assets include Society-owned land and buildings, all financial accounts, instruments and resources, all Society-owned equipment and tools, and all Society records.

5. Dissolution or Merger Plan:

The Society may be dissolved or merged with a suitable entity. The process will start by the Board creating and approving (by majority vote) a dissolution or merger plan (the “Plan”). The Plan must include a simple, direct statement of the action being recommended, the rationale for the action, the anticipated timeline, and an asset-disposition plan. The Board will send the Plan to the membership which may ask for changes. The membership must approve the Plan by a three-quarters vote of the quorum of the General Assembly, in each of two consecutive meetings of the membership. These meetings of the General Assembly shall be held no earlier than 4 weeks after the Plan is submitted to the Membership, and the two votes shall be held at least 4 weeks apart. If the Plan is not approved by both meetings, the Board shall start the process anew if it still wishes to proceed.

6. Executing the Plan:

The Board shall oversee the execution of the approved Plan. The Board will formally engage legal counsel in good standing in the Wisconsin Bar to ensure that all elements of the Plan are carried out in accordance with all relevant state and federal regulations governing the Society’s 501(c)(3) status. The Observatory Endowment Fund can be used to fund all activities under the Plan. Any remaining funds will be returned to the other assets of the Society.

Dates of Modification and Approval:

These By-Laws were amended by vote of the general assembly of the Madison Astronomical Society, Inc. on Friday September 13, 1985.

Article XI was added December 12, 1986 by vote of the general assembly of the Madison Astronomical Society, Inc.

These By-Laws were amended, restated, codified and approved by the general assembly of the Madison Astronomical Society, Inc. on January 12, 2001.

The By-Laws were modified to change the date of the annual banquet to March. This amendment was ratified by the general assembly at the January 9, 2004.

These By-Laws were amended, restated (including renumbering of several Articles), codified and approved by the general assembly of the Madison Astronomical Society, Inc. at its meeting of November 12, 2010.

These By-Laws were amended, restated, codified and approved by the general assembly of the Madison Astronomical Society, Inc. at its meeting of May 11, 2018.