

Kalamazoo Astronomical Society Bylaws

Article 1. Meetings

Section 1.1 - Membership Meetings

A general membership meeting shall be held once a month, at a time and place determined and announced by the Board of Directors (the "Board"). The Board will provide an educational program in an astronomical or related field. Attendance is intended for members, their guests and the general public. At any general, special, or annual meeting of the members, the members present shall constitute a quorum. The general membership meeting in the month of December will also be the annual meeting. The time and place for this meeting will be designated by the Board with proper written notice. Elections of directors and officers will be held at the annual meeting.

Section 1.2 - Special Meeting of Members

A special meeting of members may be called at any time by a majority of the members of the Board then in office, or by not less than ten percent (10%) of the members entitled to vote at such special meeting. Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by a majority of the members of the Board then in office, or by members as above provided, the President of the Society shall prepare, sign and mail the notices requisite to such a meeting.

Section 1.3 - Notices of Meetings

Except as otherwise provided in the Michigan Non-profit Corporation Act (the "Act") or the Articles of Incorporation of the Society, written notice of the time, place and purpose of a meeting of members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at the meeting.

Section 1.4 - List of Members Entitled to Vote

The President of the Society shall make and certify a complete list of members in good standing and have this available at a member's meeting. The list shall:

- Be arranged alphabetically, with the address of each member.
- Be produced at the time and place of the meeting.
- Be subject to inspection by any member during the whole time of the meeting.
- Be prima facie evidence as to who are the members entitled to vote at the meeting.

Section 1.5 - Vote of Members

On each matter to be submitted to a vote of members, including elections of officers and directors, each Individual membership will each receive one vote, and each Family membership will each receive two votes. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by members entitled to vote thereon, unless a greater plurality is required by the Articles of Incorporation, the Act, or these Bylaws.

Article 2. Board of Directors

Section 2.1 - Functions

Except as specifically provided in the Society's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Society's property, activities and affairs are vested in the Board. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board may take any lawful action on behalf of the Society which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

The principal functions of the Board of are:

- To conduct the regular business of the KAS.
- To make monthly reports to the general membership.
- To set the annual dues.
- To develop an annual budget for the activities of the KAS.
- To oversee any fund raising activities of the KAS.
- To plan, coordinate, and oversee the activities, projects and events of the KAS.

Section 2.2 - Number, Selection, and Term

The Board will consist of not fewer than five nor more than twelve directors, the number to be elected for the following year to be determined by the then present Board. The term of the directors is one calendar year. Any director may resign by giving written notice to the Society. Should a temporary vacancy of office occur (less than three months) the Board may appoint a member to fill the office. Should an extended vacancy of office occur (more than three months), the vacancy must be filled by a special election at the next regular membership meeting. The replacement director shall serve out the term of the director being replaced.

Section 2.3 - Board Meetings

The Board shall meet at least quarterly, at a time and place to be designated by the President, to conduct KAS business. Notice of the time and place of a Board meeting shall be given to each director either personally or by telephone at least twenty-four (24) hours prior to the meeting, or by first class mail to a director at least three (3) days before the day on which the meeting is to be held. A quorum shall be a majority of the Board members. An agreement about any item of business by a majority of those present shall be binding, unless overruled by a petition signed by a majority of the general membership.

Article 3. Officers

All elected officers and non-officer directors shall accede to their offices at the January meeting. All elected officers also serve as directors. The Board may also appoint additional officers to assist the Board and the elected officers. These appointed officers will not serve as directors. The elected officers and non-officer directors and their duties are:

Section 3.1 - President

- To become familiar with the Articles and Bylaws of the KAS.
- To preside at all regular meetings of the KAS and board meetings.
- To be the official representative of the KAS.
- To present all awards to members.
- To perform such other duties as may be directed by the Board.

Section 3.2 - Vice-President

- To become familiar with the Articles and Bylaws of the KAS.
- To preside at all regular meetings of the KAS and Board meetings in the absence of the President.
- To conduct an audit annually of the KAS library, equipment, and treasury.
- To perform such other duties as may be directed by the Board.

Section 3.3 - Treasurer

- To become familiar with the Articles and Bylaws of the KAS.
- To maintain an accurate mailing list of members in good standing.
- To keep an accurate record of the dues status of members and to report any changes.
- To receive all monies due the KAS and pay all authorized bills.
- To submit an annual audit to the Vice-President.
- To submit quarterly financial reports to the board and others as requested.
- To perform such other duties as may be directed by the Board.

Section 3.4 - Secretary/ALCOR (Astronomical League Correspondent)

- To become familiar with the Articles and Bylaws of the KAS.
- To keep a record of all business conducted at the membership meetings and the board meetings.
- To represent the KAS at all Astronomical League meetings.
- To update membership information to the Astronomical League periodically.
- To act as the correspondent to and from the Astronomical League.
- To request all awards from the Astronomical League.
- To perform such other duties as may be directed by the Board.

Section 3.5 - Non-Officer Directors

- To become familiar with the Articles and Bylaws of the KAS.
- To provide input and represent the general membership of the KAS at the Board meetings.
- To perform such other duties as may be directed by the Board.

Article 4. Committees

Committees may be formed from among Society members at the discretion of the Board, and will continue as long as the Board directs.

Article 5. Elections

Nominations for directors and for each of the elected offices will be taken at the November and December membership meetings. To be nominated and to serve, a person must be a member in good standing of the Society. Nominees will be elected by a majority vote of the members in good standing and present in person at the December membership meeting (the Annual meeting). In the case of each office, if more than two persons have been nominated and no majority is reached the two candidates receiving the most votes shall be considered in a second ballot. Balloting shall continue until a majority vote is reached. In the case of non-officer directors, each member may vote for as many nominees as there are non-officer directors to be elected. The non-officer directors will be elected by simple plurality. All voting is to be in a secret written ballot.

Article 6. Removal from Office

A director or elected officer may be removed at any time, with or without cause, by vote of a majority of members entitled to vote at an election of directors and present in person at the meeting at which the removal issue is submitted to a vote of members. The authority of an elected officer to act as an officer may be suspended for cause by a majority vote of the Board. The Board has the authority to remove an appointed officer at any time with or without cause by majority vote of the Board.

Article 7. Dues

Annual KAS dues shall be set by the Board for the upcoming fiscal year no later than June 30 of each year. For purposes of dues payment, members may be divided into classes, with members in different classes paying a different amount of dues. Dues collected between January 1 - June 30 will be assessed at the full yearly rate and will entitle the member to the full club benefits for the current calendar year. Dues collected after June 30 will be for the next year and will entitle the member to the full club benefits for the remainder of that calendar year and the next year.

Article 8. Financial

The fiscal year of the KAS is the calendar year: January 1 - December 31. Any expenditure exceeding \$25.00 shall have the approval of a majority of the Board of Directors. Refunds for approved private expenditures shall be given in exchange only for a signed receipt.

Article 9. Amendment of By-laws

The By-laws of the Society may be amended at the annual meeting or at a special meeting called for the purpose. A two-thirds vote of all the members present shall be required to pass an amendment. Written notice of the proposed amendment shall be presented to the Board of Directors, and advance notice of the proposed amendment shall be given to all members by the Secretary in accordance with Section 1.3 of these Bylaws.

Article 10. Rules and Regulations.

The members may adopt additional rules and regulations, general or specific, for the conduct of meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Society provided, however, that no such additional rule or regulation shall be inconsistent or in contravention of any provision of the Articles of Incorporation or these Bylaws.

I certify that the foregoing Bylaws were adopted by the Society on the 7th day of October, 2016.

Roger Williams, Secretary