

CONSTITUTION and BYLAWS
of
THE VERMONT ASTRONOMICAL SOCIETY

Incorporated under the laws of the State of Vermont

Revisions:

01/05/87

05/05/98 Simplified Art. III Statement of Purpose, removed dollar amounts from dues-board now sets amount.

05/07/01 Cleaned up minor formatting issues.

05/04/09 Added 501c to Art. I, removed Junior, Student, Sustaining & Special memberships, modified Full Membership requirements, added 4th board at large.

10/13/18 Added electronic means for warnings and voting.

2/3/19 Added decommissioning fund to Article. IX.

10/20/2023 **Article IV, sect. A, Membership**- Revised Associate Membership description and equipment VAS equipment usage. Revised Full Membership process and qualifications.

Article V sect. 4, Notice of Meetings – Added “electronic” to the means of contact.

Article V sect. 5 Quorum – chg “...a majority (50% or above)...” to “...51% or more...”.

Article VI sect. 2 Number, Tenure and Qualifications – Chg “...shall be eight...” to “...shall be up to eight...” and “...plus four members at large.” to “...plus up to four members at large.”. **Sect 6**

Newly Created Directorships and Vacancies – “Chg “...appointed by the President or Board,...” to “...appointed by a majority vote of quorum of the Board,...”.

Article VIII sect. 1 – Contracts – Chg “The Directors may authorize...” to “The Directors, by passed motion, may authorize...”. **Sect 2** – Chg title from “Loans” to “Loans and Other Indebtedness”. Chg “...authorized by resolution of the Directors...” to “...authorized by a by passed motion of the Directors...” **Sect 3** – complete rewrite.

Article XI (formerly IX) – Chg rewrite of 2nd paragraph.

Amended:

09/30/86

01/05/87

05/02/88

08/24/12 Added Article IX Dissolution.

10/20/2023 To **Article VI added sect 8 Committees**

Added **Article IX - EARNINGS**

Added **Article X - Equal Opportunity and non-Discrimination.**

ARTICLE I: CORPORATE NAME

The name of the corporation shall be the Vermont Astronomical Society (VAS). The Vermont Astronomical Society is a non profit 501(C)3 organization. The VAS is a scientific and educational society which is registered with the Vermont Secretary of State.

ARTICLE II: CORPORATE OFFICES

The principal office of the corporation in the State of Vermont shall be located at Post Office Box 782, Williston, Vermont. The corporation may have other such offices, either within or without the state of incorporation as the Board of Directors may designate or as the business of the Corporation may from time to time require.

ARTICLE III: STATEMENT OF PURPOSE

To promote amateur astronomy in Vermont.

ARTICLE IV: MEMBERSHIP AND DUES

A) MEMBERSHIP QUALIFICATIONS/DESCRIPTIONS

ASSOCIATE

- * No voting rights
- * The Associate Membership is designed for those with a basic interest in Astronomy and those who may be interesting in learning how to use equipment or learning how to do research work as an amateur astronomer.
- * May use some VAS equipment once duly qualified and certified, must be 16 years of age to use VAS equipment on their own. The Board shall determine the equipment they can access, qualifications, training and process for access.
- * May participate on any committees.
- * May participate in any or all VAS classes or activities.
- * Does not have to donate time or services to the Society.

FULL

- * This membership is designed for those who want to be actively involved in amateur astronomy and the VAS. It is not enough to simply to be an Associate Member for some amount of time.
- * Must be at least 12 years of age. May participate on any committees including voting on any items that may come up for a vote by the committee. Must be 16 years of age to use VAS equipment without the presence of a qualified and certified Member for the specific equipment. Must be 18 years of age to vote or serve on the board of directors.
- * May use and reserve all VAS equipment once duly qualified and certified. The Board shall determine the qualifications (other than the minimum age), training and process for access.

1. To become a Full Member, one must be an Associate Member for *at least* 3 months and indicate their interest to any Board Member, however, the Board may waive the 3-month minimum, by resolution adopted by a quorum.
2. Must be recommended by 2 Full Members. That is they must be known well enough for 2 Full Members to feel comfortable in recommending them. This is to help ensure the candidate is active in the club and has been around long enough for some Full members to get to know the person and/or was known to one or more Full Members prior to joining the club.
3. If requested by the Associate Member, or the Board decides the member does not meet the qualifications for Full Membership (see Qualifications) at the time of the request, the board shall try to find one or more mentors from among the current Full Members to assist the candidate in meeting the qualifications. The candidate shall work with their sponsor(s) for *no less than* three months.
4. After this period, the sponsor(s) shall report to the VAS Board their recommendation for acceptance or denial of Full Member status. The Board members will have the opportunity at this time (if they wish to do so) to question the candidate and mentor(s) and review the candidate's qualifications for Full Membership.
5. When the Board is satisfied, it will recommend a candidate to the Full Membership for a vote.

6. Prior to the vote by the Full Members the Board shall provide the Full Members information on their recommendations and the qualifications of the candidate. The Board shall allow *at least 2* weeks for questions and comments. The questions, comments and responses from the Board shall be shared with the Full Members.
7. The Full Membership shall vote to approve or deny the change of the candidate's status to Full Member.

Full Membership Qualifications

1. Recommended that they have some general sky knowledge.
2. Recommended that they have some basic telescope knowledge.

Must be actively contributing to VAS, such as in the following ways:

1. Promote amateur astronomy in Vermont by a way acceptable to the Board.
2. Provide help to 1 or more members regarding using a telescope, learning the sky, imaging, etc.
3. Give one or more presentations at Monthly Meetings.
4. Provide astronomy / space related updates or other related content at Monthly Meetings.
5. Provide content or other support to the Morning Star newsletter.
6. Produce and/or edit other VAS informational material or media.
7. Support the club's web site or the club's social media or other electronic platforms.
8. Organize or participate in (help organize, greet or help attendees) VAS sponsored observing events.
9. Help with maintenance of the observing site, observatories, equipment, etc.
10. Participate on a VAS committee.
11. Teach a VAS class or activity.
12. Work on light pollution issues on the state, local, or national level.
13. Donate time and/or services in support of other functions or needs of the VAS.

LIFE

This membership is designed for those who wish to see VAS develop new programs and research, purchase new equipment, or see that old programs are continued. A life member may also be an Associate or a Full Member if they meet the qualifications above.

NOTE: The term "member" shall be defined as a person duly qualified in any of the above categories, whose dues have been paid.

All memberships include a subscription to the *VAS's* newsletter.

B) DUES

The amount and timing of payment for all dues shall be determined by the board of directors.

ARTICLE V: CORPORATE BUSINESS

1) Regular Monthly Meetings

A regular monthly meeting of the members shall be held without other notice than this bylaw; at a time and place to be determined by the directors and duly announced in the organization's newsletter and/or by electronic means.

2) Annual Business Meeting

The annual business meeting shall be held in May of each year for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting.

3) Special Meetings

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Directors, and shall be called by the President at the request of 25% of the membership.

4) Notice of Meetings

Written, printed, electronic or telephoned notice, stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting has been called, shall be delivered not less than 10 days and not more than 120 days before the date of the meeting, either personally or by mail or by public media by or at the direction of the President, Secretary or other officer or member calling the meeting, to each member of record entitled to vote at such a meeting.

5) Quorum

A quorum shall be defined as 51% or more of the Full Members entitled to vote represented by person or by duly appointed proxy. A quorum shall be necessary to conduct any business of the corporation unless otherwise provided for in these bylaws.

6) Voting

Each member entitled to vote in accordance with the Certificate of Incorporation and these Bylaws, shall be entitled to one (1) vote, either in person or by proxy. At the request of any Full voting member, any issue may be decided by Australian Ballot at the next regularly scheduled monthly meeting; a written warning shall be sent to all voting members advising them of the issue(s) to be decided. An issue shall not be warned more than once. A Full voting member may vote by Proxy on any warned article by making their preference known to an officer of the corporation at or before the warned meeting.

7) Informal action by members

Unless otherwise provided by the law, any action required to be taken at a meeting of the voting members may be taken without a meeting if written consent setting forth the action to be taken has been signed by a majority of the voting members. Consent sent via email or other similar electronic communication shall be accepted as written consent.

ARTICLE VI: BOARD OF DIRECTORS

1) General Powers

The business and affairs of the corporation shall be managed by the Board of Directors.

The Directors shall in all cases act as a Board, and may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they deem proper, in accordance with these bylaws and the laws of the State of Vermont.

2) Number, Tenure and Qualifications

The number of directors of the corporation shall be up to eight: The four principal officers of the corporation plus up to four members at large. Each principal officer shall serve a term of office of two years, each member at large shall serve a term of office of 1 year.

3) Board Meetings

Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person(s) calling the Board meeting may fix the date, time and place of the meeting.

4) Notice of Meetings

Notice of any meeting of the Board of Directors shall be given at least five (5) working days prior to the meeting by telephone, telegram, mail, email or other electronic means to each Director at their address as it appears on the membership list.

5) Quorum

At any meeting of the Directors 51% or more the current number of Directors shall constitute a quorum.

6) Board Vacancies

In the event of Board vacancies, an interim Director(s) may be appointed by a majority vote of the current number of Directors, and shall serve the remainder of the predecessor's term.

7) Resignation

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Notice sent via email or other similar electronic communication shall be accepted as written consent. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

8) Committees

The board or directors, by resolution adopted by a quorum, may designate one or more committees to serve at the pleasure of the board. The committees will have at least one member from the board of directors. Committees, to the extent approved by resolution will operate with the authority of the board of directors excepting that no committee shall:

- a) Amend or repeal by-laws.
- b) Appoint committees or committee members.
- c) Take any action that requires a Board Quorum or a Majority member vote.

ARTICLE VII: OFFICERS

1) Number

The principal officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the voting members, and shall serve on the Board of Directors of the corporation. Such other officers and assistants as may be deemed necessary may be elected or appointed by the Directors.

2) Qualifications

The officers of the corporation shall be selected from among the Full voting members.

3) Elections and Terms of Office

The officers and board members at large of the Vermont Astronomical Society shall be elected by Australian ballot at the annual business meeting of the corporation. A Full voting member may vote by Proxy, this can include sending their vote(s) to the Secretary or other officer via email or other similar electronic communication. Candidates for office may be nominated by any voting member at the regularly scheduled monthly meeting preceding the annual business meeting; candidates may nominate themselves either verbally or in writing to the Secretary at this time. The candidate receiving the most votes shall be considered duly elected; in the event of a tie vote, a revote shall be taken. If a tie vote persists, the election shall be decided by the outgoing Board of Directors. New officers shall assume their duties at the next regularly scheduled monthly meeting.

4) Removal from Office

Any elected official of the corporation may be removed by a two-thirds vote of the voting membership.

5) Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the remainder of the term.

6) President

The principal executive officer of the corporation shall be the President, and, subject to the control of the Directors, shall preside over the business of the corporation. The President shall preside at all meetings of the

members and of the Directors. The President may sign, with the Secretary or any other principal officer of the corporation, any deeds, mortgages, bonds, contracts or other instruments which the Directors have authorized to be executed, unless otherwise specified in these bylaws. The President shall perform any other duties as may be prescribed by the Directors. The President may vote in elections of VAS officers and Directors, but shall vote only in the event of a tie in all other matters of the corporation.

7) Vice President

In the absence of the President, or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President or the Directors. The Vice President position may be used to help train and prepare for the President's office.

8) Secretary

The Secretary of the corporation shall keep the minutes of the meetings of the members and of the Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, or as required, be custodian of the corporate records and of the Seal of the corporation, keep a register of the Post Office address of each member, and in general, perform all of the duties incident to the office of Secretary and such other duties as may be assigned by the President or the Directors.

9) Treasurer

The Treasurer shall be responsible for all funds and securities of the corporation and shall maintain appropriate books of record for moneys due and payable to the corporation and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as directed by the Board of Directors, and in general, perform all of the duties incident to the office of Treasurer and other such duties as may be assigned by the President or the Directors.

ARTICLE VIII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

1) Contracts

The Directors, by passed motion, may authorize any officer or officers of legal age, or agent or agents of legal age, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances.

2) Loans and Other Indebtedness

No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a by passed motion of the Directors. Such authority may be general or confined to specific instances.

3) Checks, Drafts etc.

The Treasurer is authorized to pay on-going operational expenses which have previously been approved by the Directors, without seeking resolution or approval from the Directors each calendar year. For new expenses, recurring or not, for which checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation in excess of \$200 shall be approved by passed motion of the Directors.

4) Deposits

All funds of the corporation not otherwise employed shall be properly deposited to the credit of the corporation in such banks, trust companies or other depositories as the Directors may select.

ARTICLE IX - EARNINGS (ADD DUE TO NON PROFIT STATUS)

No part of the net earnings of the VAS shall inure to the benefit of its members, directors, officers or other persons, except that the organization shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the exempt purpose of this organization.

ARTICLE X: EQUAL OPPORTUNITY AND NON-DISCRIMINATION

1) Goals:

VAS believes that all its Directors, Full Members and Associate Members deserve the opportunity to participate and contribute to VAS's mission to the fullest extent of their abilities. To this end the VAS is committed to providing a respectful, welcoming, and inclusive environment in all of its activities and operations.

2) Scope:

VAS members shall communicate with and treat other members and the public respectfully and professionally. VAS Board members, Full Members and Associate Members shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations including, but not limited to, regular meetings, board meetings, committee meetings, outreach events, and star parties.

3) Enforcement:

Any member that feels they have been the target of *discrimination* or that they've witnessed *behavior* inconsistent with the VAS by-laws can report this to any of the VAS directors who will investigate the issue. If there is merit, the VAS board has the authority to ask that the behavior be changed, or in more serious offenses that the person's membership be terminated and their further participation in club events and activities prohibited.

ARTICLE XI: DISSOLUTION

The Directors shall set up a fund for the purpose of decommissioning any observatories, other buildings or structures the Vermont Astronomical Society may have in its possession. The Board shall determine the amount of this decommissioning fund and from time to time to review the amount. This decommissioning fund can be used any time any said structures need to be decommissioned. In the event of Dissolution of the Vermont Astronomical Society, any portion of the decommissioning fund not used for decommissioning structures shall be placed the general fund.

In the event of dissolution of the Vermont Astronomical Society the residual assets of this organization shall be distributed to another IRS recognized Section 501(c)(3) non-profit organization for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. That organization should preferably also utilize the residual assets for the promotion of astronomy education and outreach.