

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.

8/28/2026 **Primary change- Go from having Full and Associate memberships to a single membership type.**

Article IV: Membership and Dues:

Combined Associate and Full Membership into one type of membership. Modified qualifications. Added definition of Member, Voting Member and Member in Good Standing.

Article V: Corporate Business:

Combined Section 4 (Notice of Meetings) with Section 3 (Special Meetings) and changed “120 days” to “60 days”. **Section 5 (Quorum)-** Changed definition of quorum from 51% of Full Members to 25% of Voting Members. Changed the term “Full” to “Voting” in various places. **Section 6 (Voting)-** Updated to current practices. **Section 7 (Informal Action by Members)-** Changed “a majority of the Voting Members” to “a majority of a Quorum of the Voting Members”.

Article VI: Board of Directors:

Section 2 (Number, Tenure and Qualifications)- Added minimum length of membership requirement of 2 years for officers and 1 year for board at large. Added “All Board Members shall be selected from among the Voting Members.” Defined the start and stop time of terms of board members as the end of the annual meeting. **Section 3 (Board Meetings)-** Added “The time and place of regular Board Meetings shall be determined by the Board of Directors.” **Section 4 (Elections and Nominations)-** Moved voting for Officers to here from **Article VII, sect. 3 (Elections and Terms of Office)** and worded to cover all Board Members. Removed voting by Australian Ballot. What was previously **Section 4 (Notice of Meetings)** is now **Sect. 6 (Notice of Meetings)**, removed “telegram” and “mail” from means of notification.

Article VII: Officers:

Section 1 (Number)- Changed “member” to “Voting member ” and “Full Member” to “Voting Member” in a few places. Deleted “Such other officers and assistants as may be deemed necessary may be elected or appointed by the Directors.” **Section 2 (Qualifications)-** Since the Qualifications were moved to Article VI, sect. 2, replaced the qualification details with “See Qualifications for Board Members.”. **Section 3, (Elections and Terms of Office)**, As noted under Article VI moved this to Article VI, Section 4. **Section 4 (Elections and Nominations)-** Moved to Article VI, sect 5.

Section 6 (President), deleted “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.”.

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

1) Membership Qualifications and Descriptions

- 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 within the committee (a committee vote is not the same as a club vote).
- Must be 16 years of age to use VAS equipment without the presence of a Member already trained and certified to use the equipment.
- Members may use and reserve all VAS equipment once trained and certified. The Board shall determine the qualifications (other than the minimum age), training and certification process.

Life Members

- This membership is designed for any Member who wishes to make larger monetary, or material, donations to the club.
- The same qualifications and limitations apply to Lifetime Member as Member with the difference being a Lifetime Member no longer requires paying of yearly dues.
- The size of monetary donation required to elevate a Member to the status of Life Member is at the discretion of the Board of Directors.

Membership Terminology

- The term "**Member**" shall be defined as any person whose dues have been paid up in the current year and all Life Members.
- A "**Voting Member**" shall be defined as any **Member** who has reached the age of 18 years as of the time the vote is taken. The Voting Membership is the total of all Voting Members.
- A "**Member in Good Standing**" shall be defined the same as "**Member**".

2) 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.

Written, printed, electronic or telephoned notice, stating the place, day and hour of the 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 60 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.

4) Quorum

A quorum shall be defined as 25% or more of the Voting Members 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.

5) Voting

Only Voting Members may vote.

Voting may be done using any combination of in-person, written proxy, e-mail or other means at the discretion of the Board. A warning for a vote sent electronically shall be considered to be delivered whether or not receipt is confirmed. An issue need not be warned more than once.

All in-person votes should be warned at least 4 weeks prior to the date of the vote.

6) 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 a Quorum of the Voting Members. Consent sent via email 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 2 years.
- Each member at large shall serve a term of office of 1 year.
- The terms of board members start and stop at the close of the Annual meeting.
- All Board Members shall be selected from among the Voting Members.

- Must be at least 18 years of age to serve on the board of directors.
- To be a candidate for a Principal Officer, the candidate must be a Member in good standing for 2 consecutive years preceding the start of service.
- To be a candidate for Board at Large, a Member must be in good standing for 1 year preceding the start of service.

3) Board Meetings

The time and place of regular Board Meetings shall be determined by the Board of Directors. A meeting of the Board of Directors may also 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) Elections and Nominations

The officers and board members at large shall be elected at the annual business meeting of the corporation. Candidates for office may be nominated by any Voting Member up to, and including at, the annual business meeting; qualified candidates may nominate themselves either verbally or in writing to the Secretary at this time. The qualified candidate receiving the most votes shall be considered duly elected; in the event of a tie vote, a re-vote shall be taken. If a tie vote persists, the election shall be decided by the outgoing Board of Directors.

5) Removal from Office

Any elected official of the corporation may be removed by a 2/3 vote of the Voting Membership.

6) 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, or email.

7) Quorum

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

8) 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.

9) 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.

10) 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:

- Amend or repeal by-laws.
- Appoint committees or committee members.
- 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 who shall be elected by the Voting Members, and shall serve on the Board of Directors of the corporation.

2) Qualifications

See Qualifications for Board Members.

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.

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.

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 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 and 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 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 ensure an investigation will be done. 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 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 in 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.