

**SOUTH BAY ASTRONOMICAL SOCIETY
CONSTITUTION AND BY-LAWS
Ratified November 4, 2005**

ARTICLE I

Name

Section I The name of this organization is the South Bay Astronomical Society (SBAS).

ARTICLE II

Purpose

Section I The purpose of this organization is to promote, through education, a knowledge and appreciation of astronomy. To accomplish this purpose, the members of the SBAS:

1. Coordinate their activities in astronomical observation, research, and craftsmanship.
2. Correlate these activities with the activities of other astronomical organizations, both amateur and professional.
3. Undertake projects to encourage an awareness of astronomy in the general public, with particular emphasis on education and developing a sustaining interest in astronomy among youths.

ARTICLE III

Offices

Section I The principal office for the transaction of business of this organization is located in the County of Los Angeles.

ARTICLE IV

Membership

Section I Membership in the SBAS is open to all persons who have an interest in astronomy.

Section II The SBAS has individual, family, and student memberships. Family membership includes all immediate members of a family living at a single address. Persons with a valid secondary school or college ID are eligible for student membership.

Section III There shall be one vote per paid membership.

ARTICLE V

Dues

Section I Dues for memberships are in amounts recommended by the Executive Board and approved by a two-thirds majority vote of a quorum. A notice of the meeting at which a vote on dues will be taken is to be given to the members at least one month before the meeting.

Section II Review of the dues structure and consideration of changes will normally occur at each annual meeting of the SBAS.

ARTICLE VI

Officers

Section I The elected officers of the SBAS are the President, Vice-President, Secretary, and Treasurer. The officers are elected from the membership for a one-year term by a majority of a quorum at the annual meeting of the SBAS and take office at the regular January meeting following elections.

Section II Vacancy in the office of the President will be filled for the remainder of the term by the Vice-President.

Section III Vacancy in the office of Vice-President, Secretary, or Treasurer, will be filled for the remainder of the term by appointment by the Executive Board upon approval of a majority vote of members present at a regular meeting of the SBAS.

Section IV One (or more) Member(s)-at-Large may be appointed at the discretion of the President with the approval of the Executive Board. The term of a Member-at-Large is one year from the date of appointment. The President may alter the term at his discretion with the approval of the Executive Board.

Section V No officer receives compensation from the SBAS.

Section VI An officer who consistently fails to perform normal duties and does not respond to ordinary communications from the SBAS shall be assumed to have resigned the office.

ARTICLE VII

Duties of Officers

- Section I The President supervises the affairs of the SBAS and presides at its meetings. Will be chairman ex officio of the Executive Board. Assumes temporary responsibility for the duties of another officer in the event of the other officer's absence or resignation. Appoints a nominating committee to select officer candidates.
- Section II The Vice-President presides in the absence of the President. The Vice-President also serves as program chairman unless the President appoints a different program chairman.
- Section III The Secretary records the attendance and the minutes of the Executive Board. Handles the records and correspondence as directed by the President. The records are to be accessible to the Executive Board or to the membership upon reasonable notice. Will have custody of the agreements to which the SBAS is party. Reviews these documents periodically to insure continued compliance with their provisions when his term expires.
- Section IV The Treasurer has custody of all funds and securities of the SBAS, and receives and disburses funds under the direction of the Executive Board. Keeps records of the financial condition of the SBAS. Makes a full report at the annual meeting and presents a summary at regular meetings. The records are to be accessible to the Executive Board or the membership upon reasonable notice.
- Section V The Member(s)-at-Large will perform duties as assigned. May be a person or persons of stature, a professional astronomer or civic leader who can help further the purpose of the SBAS, whether or not he or she is a member of the SBAS.

ARTICLE VIII

Executive Board

- Section I The Executive Board is comprised of the four elected officers, Member(s)-at-Large, and the Permanent Committee Chairmen.
- Section II The Executive Board controls the property of the SBAS and has general power to conduct the business of the SBAS. The Executive Board meets, as necessary, upon the call of the President, or of any two other members of the Board. Reasonable notice must be given of any meeting. The minimum quorum for meetings of the Executive Board is three members.
- Section III The Executive Board is not to expend during a month more than twenty percent of the SBAS' financial assets as determined on the first day of that month without specific authorization by a majority vote of Executive Board members present.
- Section IV The Executive Board is not to commit the SBAS to debt.

ARTICLE IX

Meetings

- Section I The annual meeting of the SBAS is held in November each year at a date determined by the Executive Board. A notice of the annual meeting is to be mailed to the membership at least one month prior to the meeting. Such notice shall include candidates for office.
- Section II Regular meetings of the SBAS are held monthly or otherwise at the option of the President.
- Section III The minimum quorum to transact business for regular meetings is ten members, or is fifty percent of the membership if there are fewer than twenty in the membership.
- Section IV A simple majority vote of members present prevails in any vote except in a vote on amount of dues, an amendment of this constitution, or on dissolution of the SBAS.

ARTICLE X

Dissolution

- Section I The South Bay Astronomical Society can be dissolved only by a two-thirds majority of those members who respond to ballots sent by certified mail to their last known address. The ballots are to be sent by the Secretary upon the direction of the President. In the event of dissolution, any debt of the SBAS after sale of assets shall be paid by assessment of the members.
- Section II Upon the dissolution or winding up of the organization, all assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed to public educational

institutions in the South Bay of Los Angeles County and or a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

Amendments

Section I This constitution may be amended by a two-thirds majority vote of members present. An Amendment is proposed by submitting to the Secretary a written statement of the proposed amendment signed by three members. A notice of the proposed amendment and of the meeting at which the proposed amendment will be considered is to be given to the membership. This notice is to be mailed by the Secretary at least one month prior to the meeting.

ARTICLE XII

Political Limitation

Section I No substantial part of the activities of this organization shall consist of attempting to influence elections, and the organization shall not participate or intervene in any political campaign, except as described in Section II of this article.

Sections II The SBAS shall be a strong advocate for dark skies and sensible lighting laws that enhance the practice of astronomy.

ARTICLE XIII

Dedication Clause

Section I The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons.

ARTICLE XIV

Permanent Committees

Section I The permanent committees of the SBAS are:

1. Program Committee - Lead by Program Chairman. Plans general meetings and special events.
2. Observing Committee - Lead by Observing Chairman. Plans in-town and dark sky observing sessions.
3. Publications Committee - Lead by Editor. Publishes the organization's monthly news letter, promotional material and web communications.
4. Membership Committee - Lead by Membership Chairman. Promotes new membership.
5. Property Committee - Lead by Quartermaster - Maintains and loans out SBAS owned observing equipment.
6. Publicity Committee - Lead by Publicity Chairman - Publicizes SBAS events and enhances public awareness of the SBAS.
7. Outreach Committee - Lead by Outreach Chairman – Promotes public education of astronomy