

Kanawha Valley Astronomical Society, Inc.

By Laws

Article 1. - ORGANIZATION

Section A. NAME

The name of the organization is The Kanawha Valley Astronomical Society, Inc. The society is a non-profit, non-stock corporation, organized and incorporated in the State of West Virginia.

Section B. LOCATION

The principal offices of the Society shall be P.O. Box 6855, Charleston, WV 25362. The Society may move the principal offices of the society to any other location within the Kanawha Valley or have such other offices as required in any location as designated by the Board of Directors.

Section C. PURPOSE

The purpose of the Kanawha Valley Astronomical Society, Inc. shall be:

1. To promote the science of astronomy.
2. To encourage and coordinate activities of local astronomers.
3. To foster observational and scientific working the various fields of astronomy.
4. To provide a medium for correlating amateur activities with professional research.
5. To promote astronomy education.

Article II - MEMBERSHIP AND DUES

Section A. MEMBERS

Membership is composed of anyone, aged 16 and over, regardless of race, creed, religious preference or sexual orientation that wishes to join, has paid dues and supports the goals of the society.

Section B. DUES

Dues are payable at the beginning of the calendar year.

Section C. NONPAYMENT OF DUES

Members will be dropped from the membership rolls if they have not paid their dues by March 1 of the year. A member that has been dropped for nonpayment of dues may be reinstated upon payment of the current year's dues in full.

Article III - BOARD OF DIRECTORS

The membership will elect the officers at the January meeting. Officers will be selected by a simple majority vote and will serve for a term of one year. If an officer is not already on the Board, they will assume a seat on the Board of Directors.

The Board of Directors is composed of nine members elected at large from the membership with the term of office beginning the day following the election meeting. Once the officers are selected, additional director positions will be selected at the meeting to fill any empty slots. Board of Directors winning candidates will serve for a term of three (3) years. Terms will be staggered to help assure continuity of the Society's objectives. Directors must be members in good standing throughout their term.

Section A. OFFICERS

The officers of this organization will be:

1. President
2. Vice-President
3. Secretary
4. Treasurer

Section B. VACANCIES

When an officer's position or Board of Directors position becomes vacant during a term, The President of the organization will propose a candidate to fill the unexpired term to the Board of Directors. Upon a simple majority vote of the Board, the candidate will complete the remainder of the unexpired term.

A vacancy of the President is filled by:

1. The Vice-President
2. A special meeting of the Board of Directors if the Vice-President is unable to assume the duties.

Section C. BOARD RESPONSIBILITIES

The Board of Directors is responsible for the management of the organization. It will establish annual and long term plans for the organization and be responsible for financial operations, reports and records. The business and affairs of the Society will be directed by the Board of Directors subject to restrictions imposed by law, the corporate charter and bylaws.

Board members are expected to attend Board meetings and upon mission three (3) consecutive Board meetings, will be recalled from the Board and replaced as specified. An exception to this rule may be requested from the Board of Directors who may grant the request due to extenuating circumstances by a vote of 50% or more of the remaining Board of Director members.

Responsibilities shall include, but not be limited to:

1. Authorization of all expenditures of club funds.
2. Accepting proposed donations to the observatory or organization.
3. Reviewing the financial reports and records of the treasurer.
4. Set the amount of yearly dues and categories of membership.
5. Establish and oversee subcommittees as necessary.
6. Establish programs to generate non-dues revenues as needed.
7. Approve use for the observatory facilities for non-standard viewing sessions.
8. Approve non-maintenance physical additions to the observatory site.
9. The Board will have the authority to remove officers or directors with cause by a vote taken with 80% or more of the Board members approving the action.

Section D. OFFICERS RESPONSIBILITIES

1. PRESIDENT

The President is the chief administrator and representative of the organization who, in partnership with the Board, enforces all the provisions of these bylaws. The duties of the President are:

- a. Preside at all meetings.
- b. Appoint subcommittees as needed or directed by the Board.
- c. Be an ex officio member of all but the nominating committees.
- d. Sign legal documents on behalf of the Society with Board approval.
- e. Report to the Board and the members.
- f. To be the official liaison between the club and Camp Virgil Tate.
- g. Be a signatory on the club financial accounts.

2. VICE - PRESIDENT

The Vice-President performs the duties of the President in her/his absence. The duties of the Vice-President include:

- a. Preside at all meetings upon the absence or request of the President.
- b. Schedule programs for the regular membership meetings.

3. SECRETARY

The Secretary will:

- a. Be in charge of and conduct the correspondence.
- b. Records and maintains meeting minutes.
- c. Compiles, record, and maintain reports and notices.
- d. Mail out and email monthly meeting notices.
- e. Maintain the official membership list and members data base.

4. TREASURER

The Treasures duties include:

- a. Compiles, maintains and reports all financial transactions of the Society as required and/or requested by the Board.
- b. Provides detailed financial report of the past fiscal year at the February general club meeting each year.
- c. Pays all bills as authorized by the Board.
- d. Keeps an account of revenues and disbursements.
- e. Provides all financial documents for an audit.
- f. Is a signatory on the club financial accounts.
- g. Forwards membership updates to the Secretary in a timely fashion.

Section E. COMPENSATION

No member of the Board of Directors shall be compensated for performing their duties as a director, except for the reimbursement of necessary out of pocket expenses that are approved by the Board.

Article IV: MEETINGS AND ELECTIONS

Section A. MEETINGS

1. TYPES:

a. Membership

The Society will conduct an annual meeting each January, open to the entire membership, to fill Board of Director positions.

b. Board

The President schedules regular Board meetings. There will be a minimum of one Board meeting each quarter of the year. Five of the nine members of the Board of Directors constitutes a quorum.

c. General

The general meetings are held the 3rd Friday of each month. The President and officers will determine the time and location of the meeting. The meetings will be held at Camp Virgil Tate or other public place.

d. Special Meetings

The President may call a special meeting of the Board of Directors with or without advance notice, when immediate

action necessitates such a meeting. This meeting may take the form of a telephone poll. Any action taken as such special meeting held without days advance notice must be ratified by 7 of the nine members of the Board of Directors to constitute proper action.

Section B. ELECTION

Voting will be taken by ballot if there is more than one nomination per vacancy.

1. Directors are elected by majority vote.
 - a. If the number of candidate for office is equal to or less than the the number of positions to be elected, a voice vote may be taken.
 - b. If there is more than one candidate per vacancy, the candidates with the highest vote totals will assume office. In the case of a tie, the tie-holders will compete in a run-off election.

Article V - AMENDMENTS

Section A. POWER TO AMEND

The bylaws may be amended at any general meeting by a 60% majority vote of the members present and voting. Bylaws must be proposed at least one meeting before the vote on the proposed changes.

Section B. PROCEDURE

Any member of the Society may submit proposed amendments to these bylaws.

Proposed changes must be submitted to the President or Presidents designee in writing and be presented to the membership at least one meeting in advance of a vote. All amendments will be presented to the members for final action at a general meeting.

Section C. EFFECTIVE DATE

All amendments are effective immediately upon adoption unless otherwise specified at the time of adoption.

Article VI - MISCELLANEOUS

Section A. CONTRACTS

The Board may authorize any officer or officers, agent or agents, to enter into any contract or contracts, execute and deliver any instrument and to affix the corporate seal, in the name of and on behalf of the corporation, and such authority may be general or confined to specific area.

Any work that is done for the KVAS that has value of \$250.00 or more will require a contract. The contract must show who is doing the work, what they are working on and contain a cap on the amount paid. A KVAS officer or president's designee and the person doing the work must sign the contract. A copy of the contract will be sent to the club treasurer.

Section B. **LOANS**

No loans shall be entered into on behalf of the corporation and no instruments shall be issued in its name. The Board may not encumber and mortgage real estate, pledge, encumber, or mortgage personal property of the corporation, of all types, tangible or intangible, to secure the payment of corporate obligations. The Board will have the authority to sell or lease the personal property of the club, both tangible and intangible to secure the payment of corporate obligations.

Section C.

CHECKS, DRAFTS OR OTHER MONETARY INSTRUMENTS

The president or treasurer shall sign all checks, drafts, or other monetary instruments for the payment of notes or other evidence of indebtedness. Additional officers or agents of the corporation may be given this authority by a resolution of the Board.

Section D. **DEPOSITORIES**

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

Section E. **DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Society by the Board of Directors, all assets and funds will be transferred to a non-profit public institution(s) or another non-profit organization(s) that will be selected by the majority of Board of Director members physically present at a final meeting. All members of the Board of Directors must be given at least one weeks notice of the time and place of the meeting.

Section F. **EXPENDITURES**

- a. Purchases up to \$50.00 must have the approval of two board members.
- b. Purchases between \$50.00 and \$250.00 must be approved by a majority vote of the Board of Directors, then by a majority vote of the KVAS members present.
- c. Purchases of over \$250.00 shall first be approved by a majority vote of the Board of Directors, then by a majority vote of the KVAS members present.
- d. Annual reoccurring costs approved by the Board such as picnic or upkeep of the observatory by Camp Virgil Tate shall be excluded from this requirement.
- e. A yearly allowance of \$200.00 shall be available to the Observatory Director(s) for their unrestricted use at the observatory.

The KVAS treasury shall not fall below \$2000.00 due to purchases beyond reoccurring costs.

Article VII - **BOOKS AND RECORDS SITES**

The minutes of the Board and regular monthly meetings and any other special meetings in which business is conducted and allied and supporting records and documents shall be maintained at a location specified by the secretary and known to the members of the Board of Directors. At their discretion, the Board may designate a specific location for the maintenance of these records.

The books of the account and other accounting and operating records may be kept at a location specified by the treasurer and known to the members of the Board of Directors. At their discretion, the Board may designate a specific location for the maintenance of these records.

Article VII - **ADOPTION OF THE BY LAWS**

After reading the said bylaws and after a discussion thereof, it was moved, seconded and approved by a majority vote of the membership present the the general meeting of the date below that these bylaws be the official bylaws of the Kanawha Valley Astronomical Society and will supersede all previous versions of the bylaws. These bylaws will go into effect immediately upon approval by the membership.

Date of Adoption: June 2015

Policy Adoption

Membership

Membership is classified as anyone who has paid membership fees and is in good standing with KVAS. This membership extends voting privileges to that person and partner living in that household.

Board Members

Board members must have paid dues, attended club meetings on a regular basis, have been a member no less than one year, and be a minimum of 18 years old. Previous requirements also apply.

Observatory Directors and Keyholders

1. The Observatory Director (s) will be appointed by the Board of Directors.
2. The Observatory Director (s) should have extensive training and knowledge about telescopes, accessories, maintenance and repair.
3. The Board of Directors may grant keys to members who have had extensive training and knowledge about telescopes and accessories. Members requesting keys may become "Keyholders" upon a majority vote by the KVAS Board of Directors.
4. An Observatory Director or Keyholder will be present when the observatory is open. The Observatory Director / Keyholder will notify the Director of Camp Virgil Tate when the club will be on the Camp Virgil Tate premises.
5. An Observatory Director or Keyholder will make note in the observatory log book the date, time and people present. If there is a large group, the name of the group and approximate number present will be noted.
6. At the end of an observing session, the Observatory Director or Keyholder will check the telescope and account for all accessories. They will make sure the telescope is in the park position, all electricity is turned off, the roof is secure and the observatory is in good order.
7. An Observatory Director or Keyholder will report any damage or repairs that need to be made to the Board of Directors. When repairs are being made, an Observatory Director and at least one other person will be present to ensure safety.
8. Keys to the observatory are the sole property of KVAS. Observatory keys should not be duplicate, loaned, or given to others. The loss of a key to the observatory should be reported to the Observatory Director as soon as possible. Violation of these rules may result in the loss of key privileges.