

# Constitution of the Salt Lake Astronomical Society

## Preamble

We the undersigned, desiring to secure the pleasures and benefits of an association of persons interested in astronomy; to promote the science of astronomy and its associated sciences; to encourage and coordinate activities with professional research, do hereby organize and constitute ourselves as the Salt Lake Astronomical Society, a non-profit organization.

## Article I Name

The name of this organization shall be the Salt Lake Astronomical Society, hereafter referred to as "the Society".

## Article II Membership

A. Any person and/or family with an interest in astronomy shall be admitted to membership upon the payment of membership dues.

B. A membership is a person or a family that has paid membership dues. Individual family members have membership privileges but the entire family shall comprise one membership (hereinafter called a "membership").

## Article III Meetings

A. Regularly scheduled general meeting will be held at least monthly as scheduled by the Board. Times and locations of at least the next three general meetings will be published in each edition of the Society's journal.

B. Regular meetings of the Board of Directors shall be held at least quarterly. The time and place of regular meetings of the Board of Directors shall be published in the Society's journal in advance of the meeting.

C. Special meetings of the Board may be called by the Chairman of the Board as required. No meeting of the Board of Directors may be held without all Board members having been given proper notice.

D. Minutes of all meetings of the Board of Directors will be published in the following edition of the Society's journal and read at the following general meeting.

E. Any decision of the Board may be suspended by a 2/3 vote of the memberships present at the general meeting following publication of the minutes. Suspended decisions shall be submitted to the entire membership for final disposition.

## Article IV Officers

A. The Board of Directors shall consist of the following five officers (hereinafter called "the Board"):

1. President/Chairman of the Board
2. Vice-President
3. Secretary/Treasurer
4. Board Member
5. Board Member

B. Terms of office shall be one year beginning the first of January following the general election of officers and ending the 31st of December of the same year. No member may serve on the Board for more than two out of any three consecutive years. Board vacancies shall be filled within 30 days by the remaining Board.

C. Duties of Officers:

1. President/Chairman of the Board
  - a. Administers the affairs of the Society
  - b. Presides at meetings.
  - c. Responsible for meeting content.
  - d. Responsible for all the assets of the Society.
2. Vice-President
  - a. Assumes duties of the President/Chairman in his/her absence.
  - b. Becomes President/Chairman in the event that office becomes vacant.
  - c. Responsible for publicity and public relations.
3. Secretary/Treasurer
  - a. The Secretary/Treasurer is responsible for all the books and records of the Society.

#### 4. Board Members

- a. Advisors to the Board
- b. May accept duties and responsibilities as agreed upon by the Board.

### Article V Elections and Voting Procedures

#### A. Eligibility

1. Persons wishing to run for and hold office in the Society must:
  - a. Be a member of the Society and maintain membership status throughout their term of office; and
  - b. Be at least 18 years of age.
2. No more than one person per membership may run for office for any given term.
3. No more than one person per membership may serve on the Board during any given term.

#### B. The Election Process:

1. Members wishing to run for office shall file their candidacy with the Secretary during August.
2. All candidates will be announced to all members by email during the first week of September and at the September general meeting.
3. If necessary, primary elections will be held during the September general meeting by the memberships present for the purpose of narrowing the number of candidates to two for each office.
4. An election committee comprised of three non-candidate members shall be appointed by the President during the September meeting.
5. Final candidates shall be announced in the September issue of the Society's journal and be given 1/4 page therein to make a statement.
6. Absentee ballots will be included with the September issue of the Society's journal.
7. All memberships of record as of the previous 1st of September will be eligible to vote in a general election.
8. A general Election by secret ballot will be held online beginning after the September general meeting and running until midnight on the day before the October general meeting. Members may vote on the SLAS website. For those who wish, paper ballots shall be made available at the beginning of the October general meeting. The election committee shall determine when the paper ballot voting closes. They shall then determine the results, which shall be announced before the end of the October general meeting. All members shall be sent an email announcing the election results after the October general meeting.

#### C. Voting:

1. There shall be one vote per membership.
2. Proxies shall not be accepted for any purpose.
3. Motions will carry with a simple majority of those memberships present at a regularly scheduled meeting unless otherwise specified.

### Article VI Finances

- A. Annual memberships dues shall be as recommended by the Board of Directors and ratified by a 2/3 majority of those memberships present at a regularly scheduled general meeting. All memberships shall pay the same dues.
- B. The Board is authorized to make all contracted magazine subscription expenditures.
- C. The Board shall prepare a budget for their term of office, to be presented for approval at the January general meeting and to be published in the journal prior to the meeting.
- D. The budget will be adopted upon approval of the memberships present.
- E. The Board is authorized to disburse the budget as approved.
- F. All non budgeted funds shall be kept in a general fund which the Board is authorized to spend in a prudent manner so long as no item exceeds an amount to be approved in the January meeting. Items exceeding the approved amount shall be submitted for approval at a general meeting.
- G. Two Board member's signatures are required on all Society checks.

#### Article VII Removal of Board Members

Any member of the Board may be removed from the Board by a 2/3 majority vote of the memberships present at any regularly scheduled general meeting.

#### Article VIII Constitutional Amendments and Bylaws

A. Any member may propose amendment(s) and/or bylaws.

B. The amendment and adoption process shall be:

1. The proposed amendment(s) and/or bylaw(s), hereinafter called "amendment", shall be published in the journal along with notice that the proposed amendment will be discussed at the next general meeting.
2. The proposed amendment shall be discussed at the next general meeting.
3. The following journal will include: a. The pros and cons concerning the proposed amendment written by advocates on each side. b. Notification that a vote on the proposed amendment will take place at the next general meeting. c. Absentee ballots for the amendment.
4. The proposed amendment will be voted on during the next general meeting by the memberships present and absentee ballots.
5. The proposed amendment will be adopted if 2/3 of the votes cast favor adoption.

#### Article IX General Procedures

A. On procedural matters not covered by this constitution, Roberts Rules of Order will be followed.

B. The Society is and shall remain a nonprofit corporation under the laws of the State of Utah and shall be subject to all nonprofit corporate laws of said state.

#### Article X Political Activity

The Society is organized as an educational and scientific organization and will take part only in activities that are scientific/ educational in nature. No substantial part of the activities of the Society shall be carrying on of propaganda or otherwise attempting to influence legislation and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf on any candidate for public office. Notwithstanding any other provisions of these articles, the Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Article XI Dissolution of the Society Upon the dissolution of the Society, the Board shall, after paying or making provisions for payment of all the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purpose of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any of such asset not so disposed of shall be disposed of by the Court of Common Pleas in the county in which the principle office of the Society is then located, exclusively for such purposed or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### Article XII Enactment

A. Upon ratification of this constitution by at least 2/3 of the eligible voters of the Society, this constitution shall be adopted as the constitution of the Salt Lake Astronomical Society and all previously adopted constitutions and bylaws shall become null and void.

B. The existing Board of Directors shall remain intact and the governing body of the Society until the first elections under this constitution are held.

Constitution Ratified 16 June 1980; revised 8 21 2019.

Electronically signed: John R. Johansen, SLAS President, October 9, 2019