

**BYLAWS  
OF  
The Brevard Astronomical Society**

**Amended 16 May, 2007**

**ARTICLE 1: OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation is located in Brevard County, State of Florida

**SECTION 2. CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principle office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may designate Officer responsibilities as deemed necessary in accordance with the duties specified in Article 4.

**ARTICLE 2: NON-PROFIT PURPOSES**

**SECTION 1. IRC SECTION 501(c) (3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**SECTION 2. COMPENSATION**

Directors & Officers shall serve without compensation except for reimbursement of reasonable and allowable expenses incurred in the performance of their duties.

**SECTION 3. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be:

1. To establish an astronomical society for the general public to foster interest and appreciation of astronomy through lectures, seminars, study groups, public star observing sessions, exhibits, and any and all other appropriate means.
2. To serve as an educational resource for the public by providing information and expertise on the science of astronomy.

## **ARTICLE 3: DIRECTORS**

### **SECTION 1. DESIGNATION**

The corporation shall have a minimum of 3 Directors or Trustees and collectively they shall be known as the Board of Directors. The Board of Directors may also concurrently serve in the capacity of Officers of the organization if so approved by a majority vote of the members. This dual responsibility shall be voted on annually as part of the Officer election process.

### **SECTION 2. QUALIFICATIONS**

Qualifications for directors of this corporation shall be as follows:

1. All directors shall be of the minimum age of Twenty One (21).
2. A member of the corporation in good standing for a minimum of 1 year.
3. Non-members from the local community who may provide expertise or knowledge to the corporation can be selected by the organization to serve on the Board of Directors. In the event this occurs, the nominee shall require approval by the existing Board members, the Officers, and then by a majority vote of the members. Non-members requesting approval to the Board may be voted on mid term, and serve to the next election period, but then must be re-nominated in sequence with the Member Director annual elections.

### **SECTION 3. POWERS**

The Board of Directors will serve as an advisory role to the corporation subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs.

### **SECTION 4. DUTIES**

It shall be the duty of the Directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
2. Meet as required by these Bylaws.
3. Provide long term strategic guidance for the organization and act as advisors for the corporation and members.

### **SECTION 5. TERM OF OFFICE**

Each Director shall hold office for a period of a minimum of 1 year (in sequence with the Member Director annual elections) and until his or her successor is elected and qualifies.

### **SECTION 6. VACANCIES**

Vacancies on the Board of Directors shall exist (1) upon the death, resignation or removal of any Director, and (2) whenever the number of authorized directors is increased.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, or the Board of Directors individually, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining Director. A person elected or appointed to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

## **SECTION 7. NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

# **ARTICLE 4: OFFICERS**

## **SECTION 1. DESIGNATION**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined by the Board of Directors or a majority of the members established at a member meeting.

## **SECTION 2. QUALIFICATIONS**

Any person whose membership is in good standing for at least one year, and a minimum age of twenty one (21), may serve as an officer of this corporation.

## **SECTION 3. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors and members if any. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, contracts, checks, or other instruments, which may from time to time be authorized by the membership.

## **SECTION 4. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the President, Board of Directors or membership.

## **SECTION 5. DUTIES OF SECRETARY**

The Secretary shall:

1. Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Be custodian of the records and of the seal of the corporation, if any exists and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
5. Keep at the principal office of the corporation a membership book containing the name and address of each and any members.
6. Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation- or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors
8. These records may be kept electronically. Recoverable copies must be maintained in a secure location.

## **SECTION 6. DUTIES OF TREASURER**

The Treasurer shall:

1. Have charge and custody of and be responsible for all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the President, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its monetary assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any officer of the corporation, or to his or her agent or attorney, on request thereof.
6. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
7. Prepare, certify, and submit, the financial statements and or records to be included in any required Federal and State filings on behalf of the corporation in accordance with Article 2, Section 1.

8. Acts as the Registered Agent of the organization for Federal and State filings of financial and registering documents, reports, and filings in accordance with Article 2, Section 1.
9. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
10. Present a Budget forecast at the November Executive Committee Meeting. This forecast will contain expected outlays, and cash inflows for the next fiscal year, which in this corporation coincides with the calendar year.
11. These records may be kept electronically. Recoverable copies must be maintained in a secure location.
12. Annually prepare form 990 in time to meet the required IRS deadline.

## **ARTICLE 5: COMMITTEES**

### **SECTION 1. EXECUTIVE**

The Executive Committee shall contain the current corporate officers

### **SECTION 2. OTHER COMMITTEES**

Other committees may be formed by members in good standing may be appointed by majority vote of the officers or members as required to conduct club business, or to provide a means for increased involvement from club members. Such committees or appointed persons may include activities such as but not limited to coordination of annual Astronomy day events hosted by the club, Public Outreach planning and programs, volunteering at observatories, public or otherwise, and coordination of non-monetary assets of the corporation (such as telescopes, scientific instruments and/or parts thereof). Committees will be formed by majority action of members at a general membership meeting or Board of Directors Action. Dissolution of a Committee will be by simple majority action at a general membership meeting or Officers Action.

### **SECTION 3. MEETING AND ACTIONS OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees or appointed persons to the extent that such rules and regulations are consistent with a tailored version of the provisions of these Bylaws if necessitated by the particular activity.

## **ARTICLE 6: EXECUTION OF FINANCES AND LEGAL TENDER**

### **SECTION 1. EXECUTION OF LEGAL TENDER**

The officers may by combined resolution authorize any officer or member of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority shall be confined to specific instances as agreed to by the officers and the member "agent". In the event this occurs, it is the duty of said officers to inform the general members at the next general meeting of the organization. Unless so authorized, no member shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the officers, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer. The Treasurer shall notify the officers if the amount exceeds \$200.

## **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the officers may select.

## **SECTION 4. GIFTS AND CONTRIBUTION**

The Board of Directors, officers, or any member in good standing -may accept on behalf of the corporation any contribution, monetary donation, astronomical related instruments, telescopes and/or part thereof, for the nonprofit purposes of this corporation. All contributions made to the Corporation, whether monetary or non-monetary must be publicly reported at a membership meeting and handled as specified by the Officers and/or majority vote of the members at a general meeting.

# **ARTICLE 7: CORPORATE RECORDS, REPORTS, AND SEAL**

## **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

1. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including monetary and non-monetary assets owned by the corporation.
3. A record of the corporation members, specifying names, addresses, local phone numbers, and electronic mail addresses.
4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of State Law.

## **SECTION 4. MEMBERS INSPECTION RIGHTS**

Any member in good standing for a minimum of 1 year shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

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1. To inspect the record of member names and addresses, upon request to the officers of the corporation, which shall state the purpose for which the inspection rights are exercised. Names and Addresses of members will not be released for commercial or purposes that are deemed inappropriate by the members by a majority vote, unless superseded by State Law.
2. To inspect at all reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon request to the officers of the corporation by the member. The request must state the purpose for which the inspection rights are exercised.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Under the provisions of this Article, any inspection may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts. Expenses will be paid by the requestor.

## **SECTION 6. PERIODIC REPORT**

The officers shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

# **ARTICLE 8: IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

## **SECTION 1. TAX EXEMPTION STATEMENT**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on

1. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

## **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code. Any distribution of club assets shall be distributed to a reputable charity, university, school, or alternate Section 501 (C) (3)

organization, for a public purpose that benefits the community. The delegate organization shall be authorized by majority vote by either the members or elected officers. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### **SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTICTONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation:

1. shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
2. shall not engage in any act of self-dealing as defined in Section 494 I (d) of the Internal Revenue Code;
3. shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
4. shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code;
5. shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### **ARTICLE 9: AMENDMENT OF BYLAWS**

#### **SECTION 1. AMENDMENT**

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors. The Process is detailed below:

1. If Amendments are deemed required, then the President of the Corporation will assign a Committee to undertake the amendments. The Committee's scope of responsibility will be defined upon creation and may only be modified if agreed upon by the President and the committee spokesperson.
2. The Committee will make the amendments required in separate meetings and present them to the Membership at a members meeting.
3. There will be a time limit assigned for the completion of the task, and can only be modified by the agreement of the President and the committee spokesperson. If amendments are not brought forth within the required limit the committee will dissolve and the process may be restarted pending the approval of both a 2/3 majority of the members and the board of directors.
4. Amendments are to be approved by a 2/3 majority of the membership and 2/3 majority of the Board of Directors.
5. Once amendments are approved, the Secretary will amend the Bylaws.

### **ARTICLE 10: CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.



Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **ARTICLE 11: MEMBERS**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

### **SECTION 2. QUALIFICATIONS OF MEMBERS**

No exclusion for race, religion, sex, age or other traits will be tolerated, with the exception of age for members who are below the age of eighteen (18). In this case parental or guardian consent will be required.

### **SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership pending completion of an application form and paying the fees and dues required.

### **SECTION 4. MEMBERSHIP DUES**

The following dues shall be charged for making application for membership in the corporation:

Student \$15.00

Regular Annual - \$25.00 (for existing or current members)

Life \$500.00 (must be lump sum)

For new members (prorated dues schedule):

January through March           \$ 25.00

April through June               \$ 20.00

July through September       \$ 15.00

October through December   \$ 10.00

Student Membership           \$ 15.00

January through June

Student Membership           \$ 10.00

July through December

Annual dues for full time members is expected in January of the calendar year. The only exception is for a Lifetime membership which can be purchased any time.

Changes in the dues schedule may be approved by a majority of members at a Members meeting. Once approved, the new schedule will go into effect the following calendar year and will not require modifying the Bylaws. The current Fee Schedule will be maintained by the Treasurer or an appointed designee.

#### **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

#### **SECTION 6. MEMBERSHIP ROSTER**

The corporation shall keep a membership roster containing the name and address of each member. Such list shall be kept at the corporation's principal office.

#### **SECTION 7. NONLIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### **SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising thereof. All rights of membership cease upon the member's death.

#### **SECTION 9. TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate upon the occurrence of the following event:

1. Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

### **ARTICLE 12: MEMBER MEETINGS**

#### **SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated by resolution of the Board of Directors.

#### **SECTION 2. REGULAR MEETINGS**

Meetings of the members shall be held on the third Wednesday of every month at 7 PM.

If the day fixed for a Regular Meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

#### **SECTION 3. ELECTION MEETINGS**

An Election Meeting of members shall be held on the third Wednesday of each December at 7 PM, unless noted otherwise, for the purposes of electing directors, officers and transacting other business as may come before the meeting. The candidates receiving the highest number of votes shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

#### **SECTION 4. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members may be called by the Board of Directors, the Chairperson of the

Board, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

## **SECTION 5. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, 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 is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge receipt by a return message or telephone call within 24 hours.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

## **SECTION 6. QUORUM FOR CONDUCTING BUSINESS IN MEETINGS**

A quorum shall consist of at least 25 percent of the voting members of the corporation.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## **SECTION 7. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every action made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

## **SECTION 8. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by a "standing" vote. It is permissible at the discretion of the officers to permit the casting and collecting of votes or absentee votes of members by electronic means such as e-mail. Election of Directors and Officers however, shall be by written ballot.

## **SECTION 9. ACTION BY WRITTEN BALLOT**

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;
2. provide all opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors and officers, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

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Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

#### **SECTION 10. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson or, in his or her absence, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The President may also allow the Vice-President to preside over certain member meetings if both officers agree to this arrangement.

The Secretary of the corporation shall act as Secretary of all meetings of Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

### **ARTICLE 13: BOARD OF DIRECTORS MEETINGS**

#### **SECTION 1. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated by resolution of the Board of Directors.

#### **SECTION 2. MEETINGS**

Regular meetings of Directors shall be held a minimum of once a year at a time and place designated by the Chairperson of the Board of Directors. In addition, special meetings of the Board of Directors may be called by either the Chairperson of the Board, the President, the Vice-President, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

#### **SECTION 3. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

At least one week prior notice shall be given by the Secretary of the corporation to each Director of each meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by electronic mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

#### **SECTION 4. QUORUM FOR MEETINGS**

A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present.

## **SECTION 5. MAJORITY ACTION AS BOARD ACTION**

Every action made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## **SECTION 6. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been designated or in his or her absence, by the President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at time meeting. The Secretary of the corporation shall act as secretary of all meetings of the board. In his or her absence, the presiding chairperson shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with tile Articles of Incorporation, these Bylaws, or with provisions of law.

## **ARTICLE 14: ELECTIONS**

### **SECTION 1. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the general members by a majority vote. Each officer shall hold office for one year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

The exception of the election terms is Office of the Treasurer. Officer of the Treasurer shall hold office for a 2 year period or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Elections will be held at the December Members Meeting. Nomination and qualification for candidacy will be as follows:

1. The President will appoint a nominating committee composing of at least 3 members at the October Meeting.
2. The nominating committee will select at least one candidate for each office. Candidates must accept nomination either verbally at a group meeting or by written notification to the organization Secretary.
3. Members interested in serving as an officer should either make this known to the nominating committee or maybe nominated at the November members meeting. A floor nomination given at the November meeting will require a second from a member of good standing.
4. Prior to the December meeting, the Secretary will publish a sample ballot containing the names of the candidates and distribute it via First class Mail or Electronic Mail to all members in good standing.
5. Newly elected officers will take office at the January members meeting.

### **SECTION 2. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors, or by 2/3 majority vote of the general membership. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such

resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **SECTION 3. VACANCIES**

In the event of a vacancy in any office other than that of President, such vacancy will be filled temporarily by an appointment by the President until the next election. The vacancy of the President shall be filled by the Vice President. In the event the President and Vice President are vacant, the Treasurer will fill the position of President. If all club offices are vacant, a special election will be called by the Board of Directors to select a President. In the event the Officers serve as the Board of Directors, an interim general election will be held to elect an interim President by majority vote. This President will select the other officers until the next election.