

BY-LAWS OF THE LOUISVILLE ASTRONOMICAL SOCIETY, INC.

ARTICLE I MEMBERSHIP

Section 1. **Categories.** Membership categories shall include

(a) Single (b) family (c) honorary members (d) lifetime (e) senior and (f) student.

Section 2. **Privileges of Membership.** Members shall enjoy membership privileges including the right to hold office, to hold Board membership, to receive the LAS newsletter, to vote (maximum of 2 votes per family membership) and to rent LAS equipment. Membership shall be granted upon payment of annual dues.

Section 3. **Issuance of By-Laws.** Each LAS member shall be issued a copy of these By-Laws and the Constitution upon request.

Section 4. **Dues.** Dues for each membership category shall be established by the Board of Directors, recorded in the Board's minutes and published in the LAS newsletter.

Section 5. **Behavior.** Questions involving the behavior of LAS members, and non-members attending LAS meetings and functions, shall be governed by the behavioral and disciplinary provisions of Robert's Rules of Order.

Section 6. **Expulsion.** Upon motion, any member may be expelled from membership in the LAS by a two-thirds vote of the members attending a general or special membership meeting. Non-members shall not be present during consideration of an expulsion motion.

ARTICLE II GENERAL MEETINGS

Section 1. **LAS Meetings.** LAS meetings shall ordinarily be held during the evening of the third Friday of each month. However, the President, with consent of the Board of Directors, shall have the power to change the time, place and/or date of meetings, or to call special meetings of the membership, upon the giving of reasonable notice.

Section 2. **Participation.** Each LAS member shall be encouraged to actively participate in general meeting discussions, reports and programs.

Section 3. **Open General Meetings.** General meetings shall be open to both members and non-members.

Section 4. **Quorum.** A quorum at any general or special membership meeting shall be as stated in Article X of the LAS Constitution.

Section 5. **Proxies.** Votes on motions may be cast in person at a general or special meeting or by proxy received at, or less than 30 days before, the meeting. Proxies must be signed, or sealed in a signed envelope, must be dated and must contain clear and unequivocal instructions regarding the vote to be cast. Open-ended proxies are prohibited.

ARTICLE III ELECTIONS

Section 1. **Annual Elections.** Elections of officers and at-large members of the Board of Directors ("at-large directors") shall be held annually at the May general membership meeting.

Section 2. **Majority Voting.** Election to an office or an at-large director's position requires a majority vote, or an affirmation vote of acclamation, of the general membership at a meeting attended by a quorum.

Section 3. **At-Large Directors.** In the election of two or more at-large directors, members may cast one vote for each available at-large director's position. Runoff election shall be conducted until the required number of at-large directors is elected by a majority vote. In the election of at-large directors, a candidate will be deemed to have a majority upon receiving (a) more than 25% of the votes cast in balloting for three open positions, (b) more than 33-1/3% of the votes cast in balloting for two open positions, (c) or more than 50% of the votes cast in balloting for one open position.

Section 4. **Nominations.** Nominations may be made by any current member either in person or in writing submitted prior to the election meeting. Nominations of absent persons must be accompanied by an appropriate assurance that the nominees have consented to run and serve if elected.

Section 5. **Election Proxies.** Votes may be cast in person at the election meeting or by proxy received at, or less than 30 days before, the election meeting. Election proxies must be signed, or sealed in a signed envelope, must be dated and must name the nominee or candidate and the office for which the vote is to be cast. Open-ended election proxies are prohibited.

Section 6. **Secret Ballot.** Votes will be cast by secret ballot if requested by any member. Members may vote for only one person for each office and at-large director's position.

Section 7. **Commencement of Terms.** All officers and at-large directors shall take office upon adjournment of the election meeting.

Section 8. **Membership Requirement.** All candidates for offices and at-large director positions must be full members of the LAS in good standing. Honorary members are not eligible for nomination to any office.

Section 9. **Lack of Nominations.** If no nominations are received for open Board positions prior to the close of nominations at the election meeting, the newly-elected Board may thereafter fill the open positions by appointment.

Section 10. **Election Disputes.** Election disputes shall be resolved as soon as possible after the election by a majority vote of the members of the new Board of Directors whose elections are not subject to dispute. Disputes affecting 50% or more of the election positions on the new Board of Directors shall be resolved by a majority vote of LAS members at the next general membership meeting attended by a quorum.

ARTICLE IV BOARD OF DIRECTORS

Section 1. **Board Composition.** The Board of Directors shall consist of the present LAS officers plus three at-large directors. The Board members shall serve for one year or until an election can be held. Vacancies on the Board or among the officers may be filled by a special election or by Board appointment.

Section 2. **Committees.** The Board is empowered to establish any committees which are deemed necessary for the good of the LAS.

Section 3. **Board Chairman.** The Board shall elect, from among Board members, a chairman who is not also the current LAS President.

Section 4. **Powers of Board Chairman.** The Chairman shall preside at all Board meetings (in general accordance with Robert's Rules of Order). In the absence of the Board Chairman, responsibility for presiding over Board meetings shall devolve to Board Members in the following order: Vice President, Secretary, Treasurer, Editor and Librarian.

Section 5. **Board Meetings.** Meetings of the Board of Directors shall be held at least quarterly at a time and place to be decided by the Board. Special meetings of the Board may be held at any time and place at the request of the LAS President or any other two Board members. Ordinarily, the Secretary will cause written notice of special Board meetings to be given to Board members but any member may waive written notice.

Section 6. **Quorum.** A quorum at any Board meeting shall consist of a majority of the currently serving members of the Board. No decision of the Board shall be valid unless approved by a majority of the Board members present at a Board meeting attended by a quorum of the Board, unless a greater vote is required by these By-Laws.

Section 7. **Open Board Meetings.** Meetings of the Board of Directors are open to any LAS member. Board meetings may be closed to non-Board members at the request of the President and the Board Chairman or a majority of the Board members present if, and only if, closure is deemed necessary to maintain a legal privilege or confidence.

Section 8. **Board Agenda.** The Chairman shall prepare the agenda for Board meetings in consultation with other members of the Board.

ARTICLE V OFFICERS

Section 1. **LAS Officers.** LAS officers shall include a President, a Vice President, a Secretary, a Treasurer, an Editor, a Librarian, an Historian, a Sidewalk Astronomy and Public Outreach Chairman and a Lunar and Planetary Chairman. Officers shall be elected at the May general meeting and shall serve for one year or until an election can be held. The performance and conduct of any Board Member is subject to review by the Board of Directors.

Section 2. **President.** The President shall be the chief executive officer of the LAS, shall decide the agenda for and preside at all general membership meetings (in general accordance with Robert's Rules of Order), shall be the official representative of the LAS, shall have general supervision of the affairs of the LAS, shall be an ex officio member of all committees and shall have any other powers as are granted by the Board of Directors or that are proper to the function of the office.

Section 3. **Vice-President.** The Vice-President shall decide the agenda for and preside at all general or other membership meetings in the absence of the President and shall be in charge of arranging programs for the monthly general membership meetings, and shall have any other powers as are granted by the Board of Directors. The Vice-President shall also be responsible for arranging special activities and programs and for recruiting the manpower to carry out these plans. In the event of death or long-term incapacity of the President, the Vice-President shall serve as Acting President until a new President is selected pursuant to Article IV, Section 1, of these By-Laws.

Section 4. **Secretary.** The Secretary shall maintain copies of the monthly newsletters, shall keep written and electronic minutes of all meetings, shall maintain the official copy of the LAS Constitution and By-Laws and maintain with such copy an electronic record of all membership and Board meetings, shall have supervision of the current record of the LAS, shall be the official correspondent of the LAS and shall assist the Treasurer in keeping the membership rolls current. The current record shall consist of the minutes of general and Board meetings, monthly newsletters, correspondence, membership lists and special activities information. At the end of the term, all records, except the official copy of the LAS Constitution and By-Laws and accompanying electronic record, shall be turned over to the new Historian. The Secretary shall perform any other duties as may be properly required by the President or the Board of Directors.

Section 5. **Treasurer.** The Treasurer shall be the chief financial officer of the LAS, shall be responsible for all monetary assets of the LAS and shall keep a full and accurate record of all financial transactions of the LAS. The Treasurer shall give a monthly report on the current financial status of the LAS and of special fund raising activities. The Treasurer shall keep the membership list current with the help of the Secretary and shall handle all financial correspondence. The Treasurer shall file the LAS Annual Verification Report with the Kentucky Secretary of State no later than June 30 of each year. The Treasurer shall perform any other duties as may be properly required by the President or the Board of Directors.

Section 6. **Editor.** The Editor shall be responsible for editing, publishing and distribution of a bi-monthly newsletter which will inform the members regarding LAS and Board activities. The Editor shall perform any other duties as may be properly required by the President or Board of Directors.

Section 7. **Librarian.** The Librarian shall be responsible for maintaining, cataloging and preserving all books, magazines, tapes, slides, films, computer software and other documents in the possession of the LAS, shall oversee the loan or rental of said materials and shall periodically publish a list of said materials for membership use. The Librarian shall perform any other duties as may be properly required by the President or the Board of Directors.

Section 8. **Historian.** The Historian shall be responsible for preserving and maintaining an inventory of all past records, minutes, newsletters, photographs, articles and other documents relating to LAS history. The Historian shall perform any other duties as may be properly required by the President or the Board of Directors.

Section 9. **Sidewalk Astronomy and Public Outreach Chair.** The Sidewalk Astronomy Chair shall be responsible for organizing and planning observing opportunities for the public. These events may include, but are not necessarily limited to, observations for specific groups or organizations to events open to the general public. The Sidewalk Astronomy Chair shall perform any other duties as may be properly required by the President or the Board of Directors.

Section 10. **Lunar and Planetary Chairman.** The Lunar and Planetary Chairman shall be responsible for presenting to the membership what is up in the sky each month for observing purposes. Lunar and Planetary Chairman shall perform any other duties as may be properly required by the President or the Board of Directors

Section 11. **General Obligations.** Officers and at-large directors shall be responsible for attending Board Meetings and for safeguarding the interests of the LAS. At-large directors shall perform any other duties as may be properly required by the President or the Board of Directors.

Section 12. **Precedence of Offices.** In the absence of the President, responsibility for setting the agenda for, and presiding at, general and special membership meetings and LAS public functions shall devolve to officers in the following order: Vice-President, Secretary, Treasurer, Editor, Librarian and Historian.

Section 13. **Removal.** Any officer or director may be removed without cause by a majority vote of the membership present at a general membership meeting or by a two-thirds vote of the currently serving members of the Board of Directors.

ARTICLE VI
COMMITTEES

Section 1. **Establishment of Committees.** Standing and ad hoc committees may be established at the discretion of the Board of Directors and shall have such authority and duties as are granted by the Board. Immediately following its creation, the name, membership and function of each committee shall be published in the monthly newsletter.

Section 2. **Committee Membership.** Membership on a committee shall be voluntary and the Board of Directors reserves the right to appoint and replace committee chairmen.

Section 3. **Committee Reporting.** Committee chairmen shall report to the Board or to the membership at the request of the President.

Section 4. **Open Committee Meetings.** Committee meetings are open to all members.

Section 5. **Dissolution.** A committee may be dissolved at the discretion of the Board.

ARTICLE VII
FINANCES

Section 1. **Financial Records.** LAS financial records shall be open to inspection by any LAS member.

Section 2. **Accountability and Control.** The Board of Directors may establish, by resolution recorded in the minutes of the Board, any financial controls or procedures which it deems necessary to protect the financial interests of the LAS.

ARTICLE VIII
PRIOR BY-LAWS

These By-Laws supersede any and all prior By-Laws and amendments thereto.

ARTICLE IX
AMENDMENTS

Section 1. **Amendment.** These By-Laws may be amended, in whole or in part, by a three-fourths vote of the members present at a general or special membership meeting or by a three-fourths vote of the currently serving members of the Board of Directors. Notice of intent to amend these By-Laws must be published in the LAS newsletter immediately prior to any vote on the amendments.

Section 2. **Official Copy.** The official copy of both the LAS Constitution and the LAS By-Laws shall be kept by the Secretary and shall be brought to all general membership and Board meetings. Amendments to either document shall be dated and appended to the official copy thereof immediately upon passage of the amendment.

WHEREFORE, the President and Secretary of the Louisville Astronomical Society, Inc., on behalf of all LAS members, certify that these amended By-Laws were duly adopted by the LAS membership at a general membership meeting conducted on, May 15, 2015 in Louisville, Kentucky, and upon the giving of required prior notice.

Date:

Signed: /S/John Turack
President, LAS

Signed: /S/ Karin Harle

Secretary, LAS