



BY-LAWS of the BLACK CANYON ASTRONOMICAL SOCIETY



January 19, 2016

ARTICLE I: NAME

The name of this organization shall be the **Black Canyon Astronomical Society**. It is referred to as the **Society** in this document.

ARTICLE II: ARTICLES OF ORGANIZATION

The Society exists as a non-profit organization of its members. Its "Articles of Association" are comprised of the by-laws, as from time to time amended.

ARTICLE III: OBJECTIVES

- **Unite and stimulate the energy, public interest, and knowledge of astronomy in Southwestern Colorado,**
- **Collect and disseminate information regarding the science, literature, philosophy and art of astronomy,**
- **Encourage the preservation of dark skies, and**
- **Render the universe readily accessible for the pleasure and education of the public.**

ARTICLE IV: MEMBERSHIP

Membership in the Society is available to anyone with an interest in astronomy. Membership dues are determined by the Executive Committee.

ARTICLE V: OFFICERS

The officers of the Society shall be a President, Vice-President, Secretary and Treasurer. They shall assume official duties on January 1st of the year following their election and shall serve for a term of one (1) year. There are no term limits.

The **President** shall preside at all meetings of the Society, appoint chairmen of standing and special committees, and coordinate their work. The President is the general manager and chief executive of the Society and provides general supervision, direction and control of the Society and other officers.

The President shall have the authority to sign all contracts and other instruments on behalf of the Society except as the authority may be restricted by resolutions of the Executive Committee or membership of the Society. The President shall arrange the scheduling of Society events and other Society functions with advice from the Executive Committee.

The **Vice-President** shall have the duties that the President or Executive Committee may delegate to him or her. In the absence of the President or in the event of his or her inability to act, the duties and powers of the office of President shall be performed and exercised by the Vice-President.

The **Secretary** shall perform all duties usually incident to the office of the Secretary, those duties specified in these bylaws, and other duties that may from time to time be assigned by the Executive Committee. He or she shall keep minutes at all official meetings of the Society and the Executive Committee and conduct such correspondence as may be delegated by the Executive Committee.

The **Treasurer** shall have general supervision over the care and custody of the funds and securities of the Society and shall deposit the same or cause the same to be deposited, in the name of the Society, in a bank or banks, trust company or trust companies that the Executive Committee may designate. The Treasurer shall keep or cause to be kept a full and accurate account of all receipts and disbursements of the Society and, whenever required by the Executive Committee, shall render or cause to be rendered financial statements of the Society. The books of the Treasurer shall be examined annually by the President. The Treasurer shall maintain an inventory of Society property and the location thereof.

The Executive Committee may recommend removal of one of the Executive Committee members (Officers and Past President). The club members will vote on the recommendation at a monthly meeting. A 2/3 vote of attending members is required. Nominations for that position will be accepted and voted upon at the following monthly meeting.

ARTICLE VI: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the current Officers and, to provide guidance and ensure continuity, the most recent Past President who is not an Officer. The Past President shall serve without voting authority within the Executive Committee.

The Executive Committee shall transact such business as may be referred to it by Society members, authorize expenditures of funds, fill vacancies that occur in the Executive Committee, create standing committees, and approve plans for work of standing committees.

Special meetings of the Executive Committee may be called by the President or upon request of a majority of the members of the Executive Committee.

A quorum for the transaction of business in any meeting of the Executive Committee shall consist of a majority of the Committee membership.

ARTICLE VII: ELECTION OF OFFICERS

Nominations for Society officers for the following year, by the general membership, shall be opened at the September Society meeting. Nominations shall remain open until the October meeting. Elections shall be held at the October Society meeting.

Officers shall be elected by a simple majority vote of those members attending the October meeting. The Vice-President shall not vote in these elections but, in case of a tie, shall cast the deciding vote. In case no candidate for a specific office receives a majority vote, an immediate run-off, or series of run-offs, shall be conducted until one candidate receives a majority of votes cast.

All officers, following annual elections, shall deliver official materials to their successors by December 1st of the same year.

ARTICLE VIII: MEETINGS

The Society shall meet every month except November and December. The Society membership shall determine the schedule for the upcoming year.

ARTICLE IX: STANDING COMMITTEES

Standing Committees shall be created by the Executive Committee as may be deemed necessary to promote the objectives and carry on the work of the Society.

The chairman of each standing committee shall inform the Executive Committee of its plans and no committee work shall be undertaken without the consent of the Executive Committee. Any action involving expenditure of funds by a committee must have prior approval of the Executive Committee.

Special committees may be appointed by the President when such committees are deemed necessary by the Executive Committee.

A quorum of any committee shall be a majority of its members in attendance. The President shall be a member ex-officio of all committees.

The term of standing committees shall be one (1) year unless reappointed by the President.

ARTICLE X: MANAGEMENT OF ASSETS

The Officers shall control the day-to-day use of the Society's property, including the improvement, lending and maintenance thereof.

All decisions affecting the financial management of the Society, including all expenditures, sales of assets, and any debt contracted or liability incurred by the Society shall be authorized only by the Executive Committee.

ARTICLE XI: AMENDMENTS

These by-laws may only be amended at a meeting or referendum of the membership of the Society by a two-thirds majority of those voting.

A committee may be appointed by the President to submit a revised set of by-laws as a substitute only by a majority vote at a meeting of the membership of the Society or by a two-thirds vote of the Executive Committee. The procedure for action on amendments shall proceed as in the previous paragraph.

ARTICLE XII: PARLIAMENTARY AUTHORITY

Roberts' Rules of Order Revised shall govern the Society in all cases.