

MARSHALL MARTZ MEMORIAL ASTRONOMICAL ASSOCIATION BY-LAWS

ARTICLE I: Membership

Consideration for Membership: Any person will be considered for membership who has a sincere interest in astronomy or allied sciences.

A. Regular Individual/Family Memberships: The Board of Directors shall set amount of dues, with approval of the membership.

B. Student Membership: Student Membership shall be extended to those wanting all regular membership privileges except voting and holding office. The Board of Directors shall set the amount of dues, with approval of the membership.

C. Life Membership: While prior Life Memberships will be honored, no new Life Memberships will be granted.

D. Honorary Membership: The Board of Directors may extend a non-voting Honorary Membership with the approval of the membership. No dues are required.

E. Payment of Dues: Membership dues shall be deemed payable at the beginning of the fiscal year, pro-rated as necessary. Should renewal of membership dues not be paid within three months after this date, the member shall be considered in default and shall forthwith be terminated as a member of the Association.

F. Voting Privileges: Regular Individual Membership and Life Membership carry one vote. Family Membership will carry one vote per member with a maximum of two (2) votes per family. Student Membership and Honorary Membership do not carry voting privileges.

G. Removal of a Member: Any member may be removed, with or without cause, by a 2/3rd's vote of the Board of Directors and the majority concurrence of the membership at the next scheduled general meeting.

ARTICLE II: Meetings

- A. General Meetings:** General meetings shall be held every month on the second Wednesday, at 7:30 PM, unless otherwise determined by the Board of Directors.
- B. Annual Meeting:** An annual meeting of the membership shall be held at the June monthly meeting, each and every year. At the annual meeting, voting members shall vote on the nominated candidates for available Board of Director seats.
- C. Notice of Meeting:** The Association shall send written notice of the Annual Meeting, or any Special Meeting, to each active member at least two weeks prior to the scheduled meeting. Such notice shall state the time and place of the meeting, and the purpose of the meeting.
- D. Quorum:** A quorum at the Annual Meeting shall consist of the entire active voting members of the Association present at the meeting, as long as there is a minimum of 10 voting members present.
- E. Special Meetings:** Special meetings of the full membership may be called by a majority of the Board of Directors or seven voting non-board members.
- F. Public Viewing Nights:** The Board of Directors shall designate Public Viewing Nights, and shall be encouraged to schedule as many as is feasible.

ARTICLE III: Directors

- A. Management of Association:** The day-to-day management of the Association shall be conducted by the Board of Directors.
- B. Number of Directors:** The Board of Directors shall consist of seven (7) members, each with one vote.
- C. Election of Directors:** Shall be granted to the top vote recipients for the available vacancies at the Annual meeting.
- D. Term of Directors:** Directors shall serve two-year terms. There are no term limits.
- E. Vacancies:** The Board of Directors may fill any vacancies on the board. In the case of a vacancy, the Appointed Director shall serve the remaining term until the next Annual Meeting, where a special election will be held to finish the term.

F. Removal: Any or all of the directors may be removed, with or without cause, by a 2/3rd's vote of the members at a Special meeting called solely for that purpose. A Director may be removed, with or without cause, by a 2/3rd's vote of all Directors. "Cause" shall mean any act or omission of action by the director, which is contrary to any provision of these By-Laws, or any misappropriation of Association assets.

G. Resignation: A director may resign at any time by giving written notice to the President or the Secretary. Such resignation shall become effective at the time specified therein, and it shall be deemed to include the resignation of such director as an officer of the Association.

H. Quorum: A quorum at any board meeting shall consist of a majority of Directors.

I. Meetings: The Board of Directors shall meet every month at such times and places as the Board may direct, with notice provided, unless the President certifies no business is scheduled. Special meetings may be called by the President or by a majority of the directors, with notice provided. Such meetings shall be open to the public, except for Executive Sessions.

J. Board Approved Committees: The Board of Directors shall approve appointments made by the President to the following standing committees and such other committees as the situation warrants.

1. Membership Committee: The Membership Committee shall review applications for membership, including conducting background checks. If the committee approves the application by a 2/3rd's vote, it will be presented at the next general meeting for consideration.

a.) Appeal Process: If the Membership committee elects not to approve the application, the candidate may request that the application be presented at the next general meeting for consideration.

2. Facilities Committee: The Facilities Committee shall oversee the equipment and buildings, which come under the jurisdiction of the Association.

3. Audit Committee: The Audit Committee shall audit the records of the Treasurer at least annually, and file a written report to the Board of Directors.

4. Nominating Committee: A Nominating Committee shall be appointed by the President prior to the Annual Meeting to recommend candidates for any expiring or vacant Board Seats.

5. Privileges Committee: A Privileges Committee shall be appointed by the President to approve of member requests for special privileges of access and usage of facilities and equipment. The Board of Directors shall determine what facilities and equipment usages require special privileges.

K. Committees Not Requiring Board Approval: Committees may also be appointed by the President at regular or special meetings as deemed necessary for any particular purpose.

L. Committee Records: There shall be a person designated by the chairperson of each committee to keep the records of the proceedings of each meeting. A copy of these records shall be furnished to the Secretary of the Association for permanent retention and inspection by any member.

M. Contracts and Other Transactions: No officer or agent, either jointly or individually, shall have the power to make any checks or notes, drafts, or other negotiable instruments in the name of the Association, or otherwise bind the Association thereby except as ordered by the Board of Directors.

ARTICLE IV: Officers

A. Election and Term of Officers: The Board of Directors shall elect Officers at least annually. An Officer may be elected to succeed himself/herself in the same office.

B. Number and Listing of Officers: The four Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer.

C. Duties of the President: The President shall direct and supervise the activities of the Association, preside at meetings of the membership and Board of Directors, represent the Association in dealings with the public, and submit a report of the activities of the Association at each Annual meeting. The President shall also perform any other duties assigned to him/her by the Board of Directors.

D. Duties of the Vice President: The Vice President shall assume the duties of the President in the President's absence and any other duties assigned to him/her by the Board of Directors.

E. Duties of Secretary: The Secretary shall record the minutes of all meetings of the membership and the Board of Directors, and maintain a file of all non-financial records and correspondence of the Association.

F. Duties of the Treasurer: The Treasurer shall have care and custody of the monies and securities of the Association, and shall maintain accurate records of all monies received or paid out on behalf of the Association, as required by the Board of Directors and all other financial records of the Association.

G. Removal of an Officer: An officer may be removed, with or without cause, by a 2/3rd's vote of the Board of Directors. "Cause" shall be defined herein as that of *Article II, Paragraph F* of these By-Laws.

ARTICLE V: Miscellaneous Provisions

A. Fiscal Year: The fiscal year shall commence on October 1 of each year and extend through September 30 of the following year.

B. Annual Statement: The Board of Directors shall publish and submit to the members of the Association a statement of the physical and financial condition of the Association prior to the Annual Meeting.

C. Deposit of Association Funds: The funds of the Association shall be deposited in its name with such bank or trust company as the Board of Directors may designate.

D. Signing of Obligations: All checks, notes, or other obligating documents shall be signed by such officer or agent, as the Board of Directors may designate.

E. Amendment and Repeal of By-Laws: These By-Laws, or any part thereof, may be altered, amended, or repealed and new By-Laws adopted at any Annual Meeting of the membership, provided that notice of intention to change same has been included in the meeting notice. Any such revision must first be prepared and approved by the Board of Directors and then passed by a 2/3rd's vote of the membership present at the next Annual Meeting.

F. Robert's Rules of Order: All meetings shall be conducted according to Robert's Rules of Order.

Effective Date:

June 11, 2008
Ok D. Hoff Sec.