

# CONSTITUTION OF THE SHORELINE AMATEUR ASTRONOMICAL ASSOCIATION

<b>Revision</b>	<b>Date</b>
Initial Release	May 1989
Revision 1	May 13, 2011
Revision 2	March 8, 2018
Revision 3	September 14, 2023

## BYLAWS OF THE SHORELINE AMATEUR ASTRONOMICAL ASSOCIATION

---

### PREAMBLE

We, the undersigned, desiring to secure the pleasures and benefits of an association of persons interested in amateur astronomy; to promote the science of Astronomy; to encourage and help coordinate activities of other amateur astronomical societies; to foster observational and computational work and related creative endeavors in the various fields and areas of astronomy; to correlate amateur activities with professional research, do hereby organize and constitute ourselves as the Shoreline Amateur Astronomical Association (SAAA), a non-profit organization.

### ARTICLE I. NAME OF ORGANIZATION

The name of this organization is the Shoreline Amateur Astronomical Association, hereinafter referred to as SAAA.

### ARTICLE II. MEMBERSHIP

Any person with a sincere interest in astronomy or related disciplines is eligible to apply for membership in SAAA. Members of the SAAA are entitled to the following privileges: attend meetings, hold a club office, vote, receive the monthly newsletter, attend special club events such as Star Parties, and subscribe to various astronomical publications at reduced rates, as available.

#### Section 1

Membership types will include:

Regular (Individual)

Junior: age 19 and under

Senior: age 60 and over

Family: members of a family residing in one household

Honorary Member: as appointed by the Board.

Lifetime Member: as appointed by the Board.

#### Section 2

Voting is restricted to members in "good standing" as defined in Section 3 of Article II. Honorary and Lifetime members do not have voting privileges. Each Family Membership is entitled to one vote.

#### Section 3

The annual dues for each type of membership shall be proposed by the Board and shall become effective if approved by a two-thirds (2/3) majority of the membership present and voting.

**Section 3 (cont.)**

The fiscal year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup>.

Members who join later in the fiscal year shall pay dues on a pro rata basis calculated from the date of the first meeting attended.

Members must pay their annual dues by the end of the first fiscal month (January). A member is considered in “good standing” upon annual dues payment.

Dues shall be delinquent if not paid by the end of the first fiscal month (January). Upon delinquency, the Treasurer shall notify the member. At the end of one month following notification, if the member has not paid said dues, the Treasurer shall drop the member from the list of membership.

**Section 4**

A member may be dropped from membership by a two-thirds (2/3) vote of the membership after a show of due cause.

**ARTICLE III. OFFICERS**

The officers of SAAA shall consist of a:

- President
- Vice President
- Secretary
- Treasurer

**Section 1**

Candidates for the above offices shall be members in good standing, as defined in Section 3, Article II.

**Section 2**

The officers of the Association shall be elected for a term of two years beginning in January after the elections.

**Section 3**

The election of officers shall occur in the month of November of the year in which terms expire.

**Section 4**

Any officer who cannot perform his/her duties in a regular and consistent manner shall be expected to resign their position in order for a replacement to be found. Any officer who has missed 3 consecutive Board and Membership Meetings, without notifying the President, will be expected to resign the position.

Vacancies occurring between elections shall be filled by special election at the next membership meeting following the meeting in which the resignation or withdrawal is announced. Duties of any vacated office reside with the President or Presidential Appointee.

**Section 5**

Officers may be removed by a two-thirds (2/3) majority vote of the membership.

## **ARTICLE IV. DUTIES OF THE OFFICERS**

### **Section 1**

The executive officers shall read and become familiar with these by-laws.

The President shall:

- Act as chief executive officer and spokesperson for SAAA.
- Prepare the agenda and preside over all meetings.
- Call special meetings of the general membership and the Board.
- Appoint committees as necessary.
- Authenticate and sign SAAA documents.
- With the concurrence of the Board, appoint the SAAA newsletter editor.

### **Section 2**

The Vice President shall:

- Fulfill the duties of the President in his or her absence.
- Assist the President when requested.
- Serve as the membership meetings Program Coordinator.
- Conduct an annual audit of the books with the Treasurer.
- Conduct annual inventory of all SAAA assets and submit report to Treasurer.

### **Section 3**

The Secretary shall:

- Maintain a formal, permanent transcription of the minutes of all meetings of the Board and membership meetings.
- Be responsible for retaining the sign-in sheets from the membership meetings and incorporate them into the meeting minutes.
- Execute correspondence at the direction of the President and keep records of correspondence.
- Be the SAAA historian recording all events.
- Annually prepare a presentation to showcase the SAAA events.

### **Section 4**

The Treasurer shall:

- Maintain and be responsible for all financial records of SAAA, including the handling of all cash receipts, disbursements, and assets.
- Make financial records available to any member of SAAA at any reasonable time.
- Send renewal subscriptions as appropriate and in a timely manner.
- Be responsible for the membership list, to certify members "in good standing" at any meeting.

### **Section 5**

There shall be an Executive Board and such standing and special Committees or person/s as may be deemed necessary for the proper organizational functioning of SAAA.

## **Section 6**

The Executive Board will consist of the elected officers plus up to two appointed Members-At-Large. Members At-Large duties are as followed:

- Help identify potential problems and opportunities.
- May serve as chair of any ad hoc committee formed to develop these projects.
- Set objectives and develop action plans for selected and/or assigned projects.
- May conduct projects to further the goals of the organization.

## **Section 7**

No director of this organization shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as director; provided, however, that this article shall not be construed as eliminating or limiting the liability for one or more of the following acts, namely (1) A breach of duty or loyalty to the corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) The authorizing of an unlawful payment or distribution out of the corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the corporation from which the director derived an improper personal benefit or, (5) Any act or acts that can be defined under the laws of the State of Michigan as "Director Conflicts Of Interest".

## **ARTICLE V. MEETINGS**

### **Section 1**

Meetings of the general membership of SAAA are to be held on a monthly basis as scheduled by the Executive Board.

### **Section 2**

Meetings of the Executive Board are to be held quarterly unless otherwise needed. SAAA members are welcome to attend Board meetings. Non-members may be excluded from Board meetings.

### **Section 3**

Meetings for the purpose of group celestial observations may be called at any time and are encouraged. These meetings are known as Star Parties.

### **Section 4**

A quorum shall consist of those members present at a regular meeting of SAAA but no less than five members. Unless otherwise noted in these By-Laws, a majority of members present and voting at any meeting shall be required to pass on a motion. In all cases, the number of members present shall be used as a basis for determining what constitutes a majority of two-thirds (2/3) of the membership.

### **Section 5**

The Executive Board shall meet annually in December to ensure compliance with state and federal requirements. A paper copy of the minutes of such meetings shall be placed in the minutes' records.

**Section 6**

Robert's Rules of Order (revised) shall be the authority on questions of parliamentary procedure.

**ARTICLE VI. EXPENDITURE OF SAAA FUNDS**

**Section 1**

Any member of the Executive Board may spend up to \$50 without prior approval of the Board.

Any expenditure over \$50 but under \$500 requires approval by the Board.

Any expenditure over \$500 requires approval by vote of a membership quorum as defined in Section 4 of Article 5.

**Section 2**

When dissolution of the association is taken and after or adequately providing for the debts and obligations of the Association the remaining assets will be distributed to a nonprofit fund, foundation or corporation that is organized exclusively for educational and/or scientific purposes and which has established its tax-exempt status.

**ARTICLE VII. CONFLICT OF INTEREST POLICY**

**Section 1**

The purpose of the conflict-of-interest policy is to protect the SAAA's, interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the SAAA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest to nonprofit and charitable organizations.

**Section 2**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity which the SAAA has a transaction or arrangement.
- b. A compensation arrangement with the SAAA or with any entity or individual with which the SAAA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the SAAA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict or interest. Section 3 (2), a person who has a financial interest may have a conflict of interest only if the appropriate governing body or committee decides that a conflict of interest exists.

### **Section 3**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

The procedure for addressing the conflict of interest shall be:

- a. After the interested person makes a presentation at the governing board or committee meeting, he/she shall leave the meeting. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- b. After exercising due diligence, the governing board or committee shall determine whether the SAAA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the SAAA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- e. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 4**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record on any votes taken in connection with the proceedings.

### **Section 5**

A voting member of the governing board who receives compensation, directly or indirectly, from the SAAA for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the SAAA for services is precluded from voting on matters pertaining to that member's compensation.

**Section 5 (cont.)**

Non-voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the SAAA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which confirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understand the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the SAAA is a charitable organization and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7**

To ensure the SAAA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the results of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the SAAA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess transaction.

**Section 8**

When conducting the periodic reviews as provided in Section 7, the SAAA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE VIII. AMENDMENTS AND BYLAWS**

**Section 1**

These By-Laws may be amended and shall be reviewed by the Executive Board every two years.

A proposed amendment to any part of these By-Laws shall be submitted to the Secretary in writing.

The Secretary shall read the proposed amendment under the heading of "New Business" at the next membership meeting. Upon request, a copy of the proposed amendment shall be made available to all members in good standing.

The proposed amendment shall become part of these By-Laws if, at the next regular meeting following notification of all members in good standing, it is approved by a two thirds (2/3) majority of the members present and voting.