

CONSTITUTION
OF THE
EASTBAY ASTRONOMICAL SOCIETY, INCORPORATED

ARTICLE I: NAME AND PURPOSE

SECTION 1.0 The name of this organization shall be the Eastbay Astronomical Society, Incorporated.

SECTION 2.0 The purpose of this organization shall be to bring together persons interested in astronomy or related sciences, to provide opportunities for members to develop their mutual interest in these fields, to promote education and public interest in astronomy and related sciences, and to provide support for astronomy or related science activities at Chabot Space & Science Center.

ARTICLE II: MEMBERSHIP

SECTION 1.0 Any person interested in astronomy or related sciences may be admitted to regular membership upon fulfillment of procedures as established by the Board of Directors.

SECTION 2.0 A member may be warned, disciplined, suspended, or expelled.

SECTION 3.0 All members are entitled to receive the NEWSLETTER.

- .1 Only members may vote and serve on committees.
- .2 Only members of at least one years' standing are eligible to hold office.
- .3 Sections 3.1 and Section 3.2 may be waived upon $\frac{3}{4}$ vote of the Board of Directors present at any scheduled regular meeting.
- .4 A member of the Society is not personally liable for the debts, liabilities, or obligations of the Society.

ARTICLE III: OFFICERS / BOARD OF DIRECTORS

SECTION 1.0 The term of office for all elected officers is one year.

SECTION 2.0 The elected executive officers of the Society shall include a President, a Vice-President, a Secretary, and a Treasurer.

- SECTION 3.0 There shall be a Board of Directors which shall consist of:
- .1 Elected executive officers.
 - .2 Directors-at-Large.
 - .3 The Immediate Past President, until succeeded by a new retiring President.
 - .4 Honorary members.

- SECTION 4.0 There shall be two classes of non-elective board members.
- .1 The retiring Immediate Past President.
 - .2 Honorary members.

- SECTION 5.0 BOARD SIZE.
- .1 The Board of Directors shall have a minimum of five executive officers, five directors-at-large, and the Immediate Past President.
 - .2 The maximum size may be set by a $\frac{3}{4}$ vote of the Board of Directors present at any scheduled regular meeting.
 - .3 The board size shall not exceed 23.
 - .4 If the Board of Directors fails to set a maximum board size by the September board meeting, the number shall remain the same as previously set through the end of the year.

- SECTION 6.0 REMOVAL OF BOARD MEMBER(S).
- .1 The Board of Directors may, by $\frac{2}{3}$ vote of those present at any scheduled regular meeting, remove any Director declared of unsound mind by a final order of court; convicted of a felony; been found by a final order of court to have breached any duty under Art. 5230 of the California Corporations code; have missed more than 3 board meetings with unexcused absence in a calendar year, or any other inability to perform the duties of the elected office.
 - .2 A Director may be removed without cause by a majority of a quorum at a membership meeting.
 - .3 The office may be filled by a majority vote of the Board of Directors present at any scheduled regular meeting.

ARTICLE IV: REGULAR MEETINGS

- SECTION 1.0 Regular meetings shall be held monthly.
- .1 The Annual Business Meeting shall be held in the month of December.

SECTION 2.0 Special meetings of members for any lawful purpose may be called by the Board of Directors, the President, or by 5 percent or more of the members.

SECTION 3.0 A quorum shall be 1/10 of the members of the Society.

ARTICLE V: BOARD MEETINGS

SECTION 1.0 Board meetings shall be held monthly.

SECTION 2.0 Special board meetings may be held at the call of the President or on call of any five Directors.

SECTION 3.0 A quorum shall be 1/3 of the Board of Directors.

ARTICLE VI: ELECTIONS

SECTION 1.0 Election of the Eastbay Astronomical Society, Inc., Board of Directors shall be held annually during the regular meeting in December.

SECTION 2.0 The elected members shall assume office at the January meeting of either the regular meeting or of the Board, whichever meets first.

ARTICLE VII: EXECUTIVE COMMITTEE

SECTION 1.0 The Executive Committee shall consist of the President, the Vice-President, Secretary, Treasurer, and the Chairpersons of the Standing committees, and will have the following duties:

- .1 To see that the policies, decisions, and procedures of the Board of Directors are carried out.
- .2 To assist in the preparation of the agenda for Board of Director meetings.
- .3 To insure that all significant matters are identified and prepared suitably for the Board of Directors' attention.

SECTION 2.0 The Executive Committee shall meet at the call of the President, the President's designee, or at the request of three members of the Executive Committee.

ARTICLE VIII: AMENDMENTS

SECTION 1.0 The Constitution may be adopted, amended, or repealed by a 3/4 vote of the members present at any regular meeting, provided that the proposed change(s) have been printed in the NEWSLETTER announcing the meeting at which action is to take place.

SECTION 2.0 The Constitution may be adopted, amended, or repealed by a 3/4 vote of the Board of Directors unless the action would materially and adversely affect the rights of members as to voting and transfer.

ARTICLE IX: PARLIAMETARY AUTHORITY

SECTION 1.0 The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with this Constitution and Bylaws.

ARTICLE X: DISBANDING OF SOCIETY

SECTION 1.0 In the event of the disbanding of the Society, all assets shall be conveyed to an appropriate nonprofit organization.

BYLAWS

ARTICLE I: MEETINGS

SECTION 1.0 Regular meetings shall be held on the fourth Saturday of the month at 7:30 P.M. except as otherwise designated by the President or by a majority of the Board of Directors.

- .1 Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given in the NEWSLETTER not less than 10 days nor more than 90 days before the date of such a meeting, however, if that notice is not sent by first class, registered, or certified mail, then that notice must be sent 20 days in advance of such a meeting.
- .2 The notice shall state the place, date, time of such meeting, the general nature of the business to be transacted, and the notice of any meeting at which directors are to be elected must contain their name.

SECTION 2.0 Board meetings shall be held on the second Thursday of the month at 7:30 P.M. except as otherwise designated by the President, or by a majority vote of the Board of Directors present at any scheduled regular meeting.

- .1 A special meeting of the Board of Directors requires notice 4 days in advance if sent by mail, or 48 hours in advance if by either telephone or telegraph.

ARTICLE II: MEMBERSHIP

SECTION 1.0 Renewing members shall be defined as members in good standing as of the expiring year, and a new member would be anyone else.

SECTION 2.0 Application for new memberships shall be read at each regular meeting of the Board of Directors, and shall be accepted unless rejected by 2/3 vote of the Board of Directors present at any scheduled regular meeting.

SECTION 3.0 Termination of Membership.

- .1 A member may be warned, disciplined, suspended, or expelled upon the occurrence of any of the following per section 3.2 or 3.3:
- .2 Upon a failure to renew membership by payment of dues on or before their due date. Such termination shall be effective 60 days after a written notice of delinquency is conveyed to the member by the Membership Registrar.
- .3 Upon a determination by the Board of Directors that the member has engaged in conduct material and seriously prejudicial to the interests and purposes of the Society, which may include the unauthorized use of the Society's name in business or in any profitable purpose.
- .4 Upon 2/3 vote of the Board of Directors present at any scheduled regular meeting to accept a petition of alleged misconduct by a member, the President must appoint, with the advice and consent of the Board, an Investigation

Committee consisting of 3, 5, or 7 members to determine the validity of the alleged charges, and the committee shall have the power to amend the charges and specifications during the investigation.

- .5 The member being investigated shall be notified by certified mail.
- .6 If the charges are not preferred by the Investigation Committee, the member shall be notified by certified mail.
- .7 If the charges moved by the Investigation Committee are accepted upon 2/3 vote of the Board of Directors present at any scheduled regular meeting, then procedures must be enacted per Sections 3.8 through 3.12:
- .8 A Notice shall be sent by certified mail to the last address of record, setting a date for action against a member and the reasons therefore. Such notice shall be sent not less than 15 days before the propose action date. All rights of membership shall be suspended except as pertains to the formal hearing. The Board may grant exceptions to the suspension of rights in the interests of the Society. A member may be warned, disciplined, suspended, or expelled.
- .9 The member receiving notice of action is entitled to a formal hearing not less than 5 days before such action, if any, is to take place per Section 3.8.
- .10 Upon conclusion of a formal hearing, the Board of Directors shall decide upon which action, if any, is to take place per Section 3.8.
- .11 Any member expelled from the Society shall receive a full refund of their dues.
- .12 All rights of membership cease upon termination of membership.

ARTICLE III: ELECTIONS

SECTION 1.0 Nominating procedure.

- .1 A Nominating Committee consisting of 3, 5, or 7 members shall be appointed in September by the President with the advice and consent of the Board of Directors.
- .2 It shall prepare a list of candidates for office, providing that they have first obtained consent from the prospective candidate(s). The list of candidates shall include a President, a Vice-President, a Secretary, and a Treasurer.
- .3 A candidate for President shall be limited to a maximum of three (3) terms.
- .4 A report shall be made to the Board of Directors by the chairperson of the Nominating Committee at the October Board Meeting.
- .5 Additional nominations may be submitted from the floor at the regular meeting in November. No additional candidates may be proposed after that meeting.
- .6 Vacancies may be filled by the Board of Directors on an interim basis.
- .7 No write-in candidates will be accepted at the December meeting.
- .8 The Nominating Committee shall prepare ballots prior to the December regular meeting.
- .9 Ballots will be provided for contested elections, and any write-in votes will be disregarded.
- .10 All candidates are entitled to a maximum of three minutes during the Annual Meeting to communicate their qualifications to the membership and to distribute election materials not to exceed one typewritten 8.5 x 11 inch sheet of paper.

.11 The Date of Record shall be 8:30 P.M. on the evening of the Annual Meeting.

SECTION 2.0 The President shall be responsible for choosing two impartial people to tally the ballots in a contested election, unless a member requests Inspectors of Election.

.1 If Inspectors of Election are requested, they shall perform their duties per California Corporations Code Article 5615(b) and (c).

SECTION 3.0 Candidates in unopposed elections may be elected by acclamation.

SECTION 4.0 Contested Elections.

.1 For executive office, the candidate with the highest vote is elected.

.2 For director-at-large, the candidates with the highest votes are elected.

.3 In case of a tie, a runoff election shall be held in conjunction with the following month's meeting.

ARTICLE IV: DUTIES OF BOARD OF DIRECTORS

SECTION 1.0 Shall conduct matters of policy and transact all business authorized by this Constitution and Bylaws.

SECTION 2.0 May take emergency action in the interests of the Society.

SECTION 3.0 May confer Honorary membership on the Board of Directors by $\frac{3}{4}$ vote of the Board of Directors present at any scheduled regular meeting.

SECTION 4.0 May confer Honorary membership in the society by $\frac{3}{4}$ vote of the Board of Directors present at any scheduled regular meeting.

ARTICLE V: DUTIES OF EXECUTIVE OFFICERS

SECTION 1.0 PRESIDENT.

.1 Shall preside at meetings of the Society, and the Board of Directors.

.2 Shall represent the Society in contacts with the public or with other organizations; may alternatively appoint a board member to act as the President's personal representative.

.3 Shall appoint activity chairpersons and all committee members as needed with the advice and consent of the Board, and shall inform them of their duties.

.4 Shall be responsible for all assets of the Society.

.5 Shall be responsible for publishing of the NEWSLETTER.

.6 Shall appoint, in September, a nominating committee.

.7 Shall appoint, in January, the Helen M. Pillans award committee of not less than three members.

.8 Shall be ex-officio member of all committees.

- .9 Shall apply for the permit for the use of the Chabot Space & Science Center; on acquiring the permit, shall notify the Board of Directors of the meeting dates.
- .10 Shall appoint two Board members to serve as Board members of Chabot Space & Science Center's Joint Power Authority.
- .11 Shall appoint an Archivist, a Director of Instruments, a Director of Computer Systems, a Director of Keys, a Librarian, a Membership Registrar, a NEWSLETTER Editor, a Program Director, and a Publicist.

SECTION 2.0 VICE-PRESIDENT

- .1 Shall assist the President in all ways, and shall preside in the President's absence.

SECTION 3.0 SECRETARY

- .1 Shall be responsible for the keeping of a complete and accurate record of all board meetings, and Business Meetings of the general membership.
- .2 Shall keep a file of all minutes and motions of the Board and the general membership and make them available at all business meetings.
- .3 Shall provide a copy of all minutes and motions of the previous meeting to the Board of Directors, a copy to the Chabot Space & Science Center Executive Director, and to the Archivist for historical reference.
- .4 Shall conduct such correspondence of the Society as is directed by majority vote of the Board present at any scheduled regular meeting.
- .5 Shall keep a copy of the Constitution, Bylaws, a current edition of the California Corporations Code, a copy of the Oakland Unified School District Regulations, Brown Act, Sunshine Ordinance, and a current edition of Robert's Rules of Order, and make them available at all board meetings.
- .6 Shall be responsible for an accurate tally of all votes, secret or otherwise, taken by the Board of Directors.
- .7 Shall notify all board members, if possible, of the dates of all board meetings.

SECTION 4.0 TREASURER

- .1 Shall file federal and state tax documents as required.
- .2 Shall be bondable.
- .3 Shall make a monthly report of transactions during the previous month, and an annual report at the June board meeting.
- .4 Shall collect and receive all dues and shall inform the Board of new members' names.
- .5 Shall receive and forward all subscriptions.
- .6 Shall file a copy of the monthly and annual reports with the Secretary for inclusion in the minutes.
- .7 Shall keep a complete and accurate inventory of all properties of the Society.
- .8 Shall maintain and be custodian of all current financial records and related documents of the Society.
- .9 Shall render and pay all bills as directed by majority vote of the Board of Directors present at any scheduled regular meeting.
- .10 Shall present the books to the board upon request of the President.

ARTICLE VI: DUTIES OF APPOINTEES

SECTION 1.0 EAS REPRESENTATIVES TO JPA BOARD (2)

- .1 Shall participate at Chabot's Joint Powers Authority Board (JPA Board) to promote an astronomical focus to policy actions.
- .2 Shall participate on JPA Board sub-committees including Programs, Finance, Nominations, Executive, Combined Board Retreat events, etc. to promote an astronomical focus to sub-committee actions.
- .3 Shall participate as liaison between Chabot and the astronomical community.
- .4 Shall promote EAS interests in the various JPA programs involving astronomy, school and public outreach events, education opportunities for members, operation of the library collection, telescope support and maintenance, donated astronomical equipment, other donations, and strategic planning.
- .5 Shall endeavor to assure that provisions of the Anthony Chabot Trust regarding free public access to trust equipment is maintained, and expanded as appropriate.
- .6 Shall maintain identification of trust equipment including the 8" refractor, the 20" refractor, and the 36" reflector mirror from DOE, the solar telescope from the Swedish Academy of Sciences, and other various telescopes and equipment.

SECTION 2.0 PROGRAM DIRECTOR

- .1 Shall plan and arrange programs for the regular meetings of the Society.
- .2 Shall inform the board at least a month in advance of the meeting.

SECTION 3.0 NEWSLETTER EDITOR

- .1 Shall assemble and publish the NEWSLETTER.
- .2 Shall, with the approval of the President, send announcements of all meetings and activities to the local papers and conduct other activities to acquaint the public with the works of the Society.

SECTION 4.0 DIRECTOR OF INSTRUMENTS: SEE VII-2.0 BELOW.

SECTION 5.0 LIBRARIAN

- .1 Shall serve as team lead for the team of librarians for the Chabot Library operated on Chabot agreed schedule to support teachers, volunteers, and EAS members.
- .2 Shall keep a record of all books, maps, charts, and other bibliographic and education materials owned or entrusted to the Society
- .3 Shall assist in preparation of a checkout system and begin operation.
- .4 Shall make provisions for such use of Library by the Society.

SECTION 6.0 ARCHIVIST

- .1 Shall assemble and keep safely for future reference all records and objects of the society.
- .2 Shall assist Librarian when needed.

SECTION 7.0 MEMBERSHIP REGISTRAR

- .1 Shall keep a record of all members in the Society.
- .2 Shall assist the Treasurer as requested.
- .3 Shall keep an accurate count of all members.
- .4 Shall notify the President of what constitutes a quorum at the Annual Meeting.

SECTION 8.0 DIRECTOR OF COMPUTER SYSTEMS

- .1 Appointment to be determined.

SECTION 9.0 DIRECTOR OF KEYS

- .1 Appointment to be determined.

SECTION 10.0 PUBLICIST

- .1 Appointment to be determined.

SECTION 11.0 Appointees of the above functions may request appointment of assistants as needed.

**ARTICLE VII: INSTRUMENTS AND TECHNICAL
EQUIPMENT**

SECTION 1.0 All instruments and technical equipment that are the property or are entrusted to the care of the Society shall be used and operated under the supervision of a Director of Instruments appointed by the President, with the advice and consent of the Board.

SECTION 2.0 The Director of Instruments:

- .1 Shall provide the President with a list of members approved as operators of specific instruments, and equipment.
- .2 May take emergency action to safeguard any instruments and technical equipment.
- .3 May request appointment of such assistants as are needed.

SECTION 3.0 All computer equipment that is the property of the Society shall be used and operated under the supervision of a Director of Computer Systems appointed by the President, with the advice and consent of the Board.

SECTION 4.0 The Director of Computer Systems:

- .1 Shall provide the President with a list of members approved as operators of the computer systems.
- .2 May take emergency action to safeguard all computer systems.
- .3 May request appointment of such assistants as are needed.

ARTICLE VIII: NEWSLETTER

SECTION 1.0 The NEWSLETTER is the official publication of the Eastbay Astronomical Society, Inc., and shall be produced by an Editor appointed by the President, with the advice and consent of the Board.

SECTION 2.0 The Editor shall be responsible for publishing announcements of all regular meetings and all meetings of the Board of Directors.

SECTION 3.0 Shall print a copy of all motions passed by the Board, and all notices requested by the President or the Oakland Unified School District Representative.

SECTION 4.0 Shall print in the NEWSLETTER items of news that are of interest to the Society.

SECTION 5.0 Shall give the Archivist a copy for permanent reference.

SECTION 6.0 May request appointment of assistants as needed.

ARTICLE IX: FINANCE

SECTION 1.0 Annual dues are due in October.

SECTION 2.0 The Board shall set the price of the dues prior to October.

SECTION 3.0 Life membership, excusing a member from further payment of the dues, may be conferred by a 2/3 vote of the Board of Directors present at any scheduled regular meeting.

SECTION 4.0 The annual financial report shall be printed in the NEWSLETTER not later than 120 days following the close of the fiscal year, as established by the Board.

ARTICLE X: AMENDMENTS

SECTION 1.0 These Bylaws may be adopted, amended, or repealed by a 2/3 vote of the Board of Directors present at any scheduled regular meeting, unless such action would materially and adversely affect the rights of members as to voting and transfer.

Last amended at _____ General Membership meeting.

