

# Bylaws

of the

# Sacramento Valley Astronomical Society

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A California Public Benefit Corporation

Notice: These Bylaws, approved November 2022, supersede all previous Bylaws.

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## ARTICLE 1 – PURPOSES

### SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of the Sacramento Valley Astronomical Society (SVAS) are charitable, educational, and/or scientific as follows: To foster interest in astronomy, to encourage and assist members and interested persons in the study of astronomy, making and the use of astronomical instruments, making astronomical observations, and to sponsor and carry on astronomical observation programs.

### SECTION 2. CALIFORNIA LAW TO GOVERN

The general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law (Cal. Corp. Code § 5000 et seq.) and the SVAS Articles of Incorporation shall govern the construction of these bylaws. California Nonprofit Corporation Law shall take precedence over these bylaws, and nothing in these bylaws shall be construed or interpreted to conflict with the California Nonprofit Corporation Law, the laws of the State of California, or the SVAS Articles of Incorporation.

## SECTION 3. PUBLIC BENEFIT CORPORATION

SVAS assets are irrevocably dedicated to public benefit purposes as stipulated in its Articles of Incorporation.

## ARTICLE 2 – THE BOARD

### SECTION 1. NUMBER

The SVAS Board of Directors (hereinafter and in the Bylaws termed the "Board") shall consist of the President, Vice President, Secretary, Treasurer, Past President, and a predetermined number of Directors. The number of Directors shall be in the ratio of one Director for each fifteen General Members in good standing, and on record as of the previous January General Meeting. However, the number of Directors shall not be less than five (if the membership is less than 75) or more than ten (if the membership is greater than 150).

### SECTION 2. DUTIES OF PRESIDENT

The duties of the President shall be as follows. The President shall be the Chairperson of the Board. He or she shall appoint all committees not otherwise provided for, and fill all vacancies thereon. The President shall be the chief executive officer of the SVAS and shall, subject to the control of the Board, supervise and control the affairs of the SVAS and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of the SVAS, by these bylaws, or which may be prescribed from time to time by the Board. Unless another person is specifically appointed as Chairperson of the Board, the President shall preside at all meetings of the Board. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation of the SVAS, or by these bylaws, the President shall, in the name of the SVAS, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

### SECTION 3. DUTIES OF VICE PRESIDENT

The Vice President shall have powers and perform such duties as may be prescribed by the Board. In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

### SECTION 4. DUTIES OF SECRETARY

The Secretary shall keep the minutes of the Annual Meeting and all Board meetings, and perform such other duties as may be required by the Board. In general, perform all duties incident to the office of Secretary and such other duties as may be required by

law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

#### **SECTION 5. DUTIES OF TREASURER**

The Treasurer shall keep a register of the memberships, be the custodian of the funds and vouchers of the Society, collect all monies due, and make disbursements only in accordance with the procedures established by the Board. The Treasurer shall keep an itemized account of receipts and expenditures, present a report at each Annual Meeting, and render such other reports and financial statements as the Board may require. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

#### **SECTION 6. DUTIES OF PAST PRESIDENT**

The Past President will automatically serve as an Officer on the Board. The intent is to preserve institutional knowledge and continuity. Since the Past President is not an elected position, he or she is invited but not bound to serve. The Past President is a voting member of the Board, but does not count toward a Board quorum.

#### **SECTION 7. DUTIES OF DIRECTORS**

It shall be the duty of the Directors to perform any and all duties imposed on them collectively or individually by law, or by these Bylaws. The Directors will supervise all Officers and any agents and employees of the SVAS, to assure that their duties are performed properly. The Directors will meet at such times and places as required by these Bylaws. The Directors shall register their addresses with the Secretary of the SVAS, and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

#### **SECTION 8. QUALIFICATIONS, ELECTION, AND TERMS OF OFFICE**

1) No person shall be eligible for a position on the Board who has not been a member of the Society in good standing for at least six (6) months preceding the election or appointment.

2) Election of Officers and Directors shall be held at the annual membership meeting as specified in these Bylaws. Officers shall hold office for a one (1) year term.

3) Each Director shall hold office for a two (2) year term. Director positions shall be designated odd or even. Odd Directors shall be elected in odd-numbered election years; and even Directors shall be elected in even-numbered election years. Accordingly, each year only half of the Directors will be elected.

4) All nomination and voting procedures will be in accordance with Robert's Rules of Order. Additional clarifications concerning the various options available under Robert's Rules of Order will be made in the SVAS Special Rules of Order, under Nomination and Election Procedures.

5) Each paid membership is allowed to cast only one vote, with voting being by ballot only. Eligibility to vote in the Annual Meeting Elections is limited to members who (1) are currently members in good standing and (2) were members in good standing on the day of the January General Membership Meeting of the election year.

## SECTION 9. MEETINGS

1) Regular Board meetings shall be held at the location specified in the regular publications of the Society unless otherwise provided by the Board, which has been designated from time to time by resolution of the Board.

2) If authorized by a SVAS Board Special Rule of Order, any meeting, regular or special, may be held by conference telephone, electronic video screen communication, Internet chat, email, or other communications equipment. The Board will publish procedures for these actions in a SVAS Board Special Rule of Order that must be approved by a 2/3 vote of the Board.

## SECTION 10. REGULAR MEETINGS

Regular meetings of the Board may be held at the Board's discretion, at the place and time specified by the Board.

## SECTION 11. SPECIAL MEETINGS

Special meetings of the Board may be called by a quorum of the Board, and such meetings shall be held at the place, designated by the persons calling the meeting. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

## SECTION 12. NOTICE OF MEETINGS

Regular meetings of the Board may be held as scheduled in the regular publications of the Society. The purpose of any regular Board meeting need not be specified in the notice.

Special meetings of the Board shall be held upon seven (7) days' notice by first-class mail, or personally, by telephone, or by other electronic means such as e-mail or text message. If sent by mail or electronically, the notice shall be deemed to be delivered upon its deposit in the mail or upon the sending of the e-mail or text message. Such notices shall be addressed to each Director at his or her address as shown on current SVAS membership list. Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any special Board meeting shall be specified in the notice.

## SECTION 13. QUORUM FOR BOARD MEETINGS

A quorum shall consist of a majority of the Board members. A majority is defined as a number greater than half of all Board members. The Past President is not counted when calculating the quorum.

## SECTION 14. VACANCIES

1) Vacancies on the Board shall exist upon the death, resignation, removal, disqualification, or otherwise, of any Board member. Vacancies also occur whenever the authorized number of Directors is increased by the number of voting members on record and in good standing as of the January General Meeting. In the event of a Board vacancy, other than that of President, the President may appoint a replacement for the remainder of vacant term, and the appointed person must be ratified by a 2/3 vote of the Board.

2) The Board may declare vacant the office of a Board member who has been declared of unsound mind by a final order of court, convicted of a felony, or when the Director has missed 3 or more regular Board meetings in a prior 12-month period. This action requires a 2/3 vote of the Board. Any Board member removed from office is not eligible to run for office again until two years have passed from the date of their removal.

3) Any Board member may resign at any time by giving written notice to the Board, the President, or the SVAS Secretary. Any such resignation shall take effect at the date of receipt of such notice, or at any later date specified therein, and it shall not be necessary to accept the resignation to make it effective.

## ARTICLE 3 – COMMITTEES

### SECTION 1. NOMINATING COMMITTEE

Prior to the November General Meeting, the Board shall establish a Nominating Committee. It shall be the duty of the Nominating Committee to submit the names of a candidate for each Director and Officer to be elected under these Articles. Operating procedure of the Nominating Committee is specified in the SVAS Board Special Rules of Order.

### SECTION 2. PRESIDENT'S COMMITTEES

The President may establish committees whose powers and terms of service are controlled by the President. Actions and findings of such committees shall be subject to ratification by the Board.

### SECTION 3. OTHER COMMITTEES

The SVAS shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not members of the Board. The committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

## ARTICLE 4 – MEMBERS

### SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

It is the express policy of the Sacramento Valley Astronomical Society to provide equal access to privileges of membership, facilities, and programs without regard to race, ethnicity, skin color, gender, religion, philosophic belief, or sexual preference.

All members must be at least 18 years old. Each current member may bring persons in his/her family, who live in the same household, to all SVAS functions. Each member may hold only one SVAS membership and is entitled to only one vote.

#### 1) **General Members (GM)**

General Members in good standing have the right to vote on all SVAS business, participate in all SVAS official functions, and have unrestricted access to the outdoor observing areas on the SVAS property leased from the Forest Service. They have complete access to Henry Grieb Observatory (HGO), Robert J. Mathews Observatory (RJMO), and the use of observatory equipment, as defined in the SVAS Standing Rules.

#### 3) **Honorary Membership**

Any SVAS member may be nominated for honorary membership status. This must be ratified by a simple majority vote of the Board or Membership quorum present at any regular meeting. Honorary members are simply Members who do not pay dues to the SVAS. The term of Honorary Membership is for life unless terminated in accordance with these Bylaws.

#### 4) **Membership Guest Privileges**

Up to four guests per each SVAS member are very welcome to attend club events. Additional guests require advanced approval, in writing, from a SVAS Board Officer. Members must accompany all their guests and take responsibility for them. SVAS member guest privileges may not be used for unlimited recurring visits nor extended for use by other clubs or groups.

### SECTION 2. ADMISSION OF MEMBERS

Application for membership and renewals shall be made in writing using the Board approved application form, which shall be signed by the applicant. Membership is granted upon approval by the Board, and when the annual dues payment is received. Membership is on an annual basis. New and renewing members are subject to Board approval or disapproval each year when they renew their membership. The majority decision of the Board shall be final.

### SECTION 3. FEES, DUES AND ASSESSMENTS

1) There is no fee charged to apply for SVAS membership. There are no assessments.

2) The annual amount and methods for collecting dues shall be updated from time to time by the Board.

#### **SECTION 4. TERMINATION OF MEMBERSHIP**

1) SVAS membership shall terminate upon the occurrence of any of the following events:

a) Upon his or her written notice of such termination delivered to the President or Secretary of the SVAS personally or by mail. Termination will occur upon the date of delivery of the notice or date of deposit in the mail.

b) Upon a failure to renew his or her membership by submitting a signed application and paying dues when due.

2) A member may be suspended, sanctioned, or expelled from the Society upon a determination by the Board. Reasons for adverse action are described in the SVAS Standing Rules.

#### **SECTION 5. RIGHTS ON TERMINATION OF MEMBERSHIP**

All rights of a member in the SVAS shall cease on termination of membership as herein provided.

#### **SECTION 6. NONTRANSFERABILITY OF MEMBERSHIPS**

No membership or right arising from membership shall be transferred. All rights of membership cease upon the member's death or the dissolution of their membership.

### **ARTICLE 5 – MEETINGS OF MEMBERS**

#### **SECTION 1. PLACE OF MEETINGS**

Regular meetings of the membership may be held monthly at a location determined by the Board. These meetings are referred to herein as "General Meetings".

#### **SECTION 2. ANNUAL AND OTHER MEMBERSHIP MEETINGS**

The membership shall meet annually in the month of March of each year at a location determined by the Board, for electing Officers and Directors and transacting other business as may come before the meeting. This annual meeting of members for electing Officers and Directors shall be deemed and referred to herein as an "Annual Meeting".

#### **SECTION 3. QUORUM FOR MEMBER MEETINGS**

1) A membership quorum for an Annual Meeting of the membership shall be established if thirty percent (30%) of the total number of members in good standing are attending, calculated by the current January membership list. Official action may



be taken by a 2/3 approval vote of a membership quorum present at any duly held General Meeting of the membership.

- 2) For the election of Officers and Directors, a simple majority of the membership quorum will suffice. If a membership quorum is not established, a simple majority Board vote will complete the election.
- 3) Forms of voting not allowed are: Proxy Voting, Absentee Ballot Voting, and Cumulative Voting.

#### **SECTION 4. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision completed by a 2/3 vote of a membership quorum present at a duly held Annual Meeting is considered the act of the members, unless the law or these Bylaws require a different number. Any such act or decision of the membership shall override a decision or action of the Board, unless the decision or action of the Board is deemed "final" in these Bylaws.

All major membership actions, such as removal of an Officer or Board member, major purchases over \$100.00, amending the SVAS Special Rules or SVAS Bylaws, must be placed on the SVAS meeting agenda one-month prior to any vote. This is to ensure that the entire membership has the opportunity to review the proposed action before voting.

#### **ARTICLE 6. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any Special Rules of Order the Society may adopt.

#### **ARTICLE 7. FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of March and end on the last day of February in each year.

#### **ARTICLE 8. AMENDMENT OF BYLAWS, SPECIAL RULES OF ORDER**

Subject to any provision of law applicable to the amendment of Bylaws, Special Rules of Order, or Articles of a public benefit nonprofit corporation, these documents, or any part of them, may be altered, amended, or repealed by the Board or the Membership, and new documents adopted. It requires a 2/3 majority quorum vote, and a (30) day prior notice to the Membership. Notice may be given by mail, email, SVAS website, phone contact, or at a prior meeting, and a final copy of the changes must be made available.

The vote on amendment of the documents may be conducted by ballot, in person voting, vote by mail, or electronic voting.

Bylaws and Special Rules of Order concerning nomination and election procedures, may not be amended during the period beginning after the current calendar year November General Meeting, and ending after the following March Election Meeting.

Adopted November 2022

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Revised November 2016

Revised October 2017

Revised July 2018

Revised January 2020

Revised October 2022