

Special Rules of Order

of the

Sacramento Valley Astronomical Society

Notice: These Special Rules, approved January 17, 2020, supersede all previous Special Rules. They are intended to clarify and supplement Sacramento Valley Astronomical Society (SVAS) Bylaws.

SVAS Special Rule Concerning Nomination and Election Procedures

Membership Voting Rights

Each member is entitled to one vote on each matter submitted for a vote to the members. There will be only one ballot per paid membership. This means that only one member of a family membership can vote, unless other members of the family also have separate paid memberships. Members may not hold more than one paid membership.

Eligibility to vote in the Annual Meeting elections is limited to members who are currently members in good standing and were members in good standing as of the day of the January General Meeting in the election year. For the Membership to elect Officers and Directors, and or conduct business, a membership quorum (30% of the total current January membership) must be present. This insures proper membership representation.

If a Membership Quorum is not established, then the Board will vote to determine which candidates are elected. In the event there are no candidate challenges on the ballot, it will be accepted as presented without a vote.

Nomination Procedures

No later than the November General Meeting, the Board of Directors shall appoint at least three members (no more than one may be a current director of the board) to serve on a committee to be known as the Nominating Committee. It shall be the duty of the Nominating Committee to submit the names of a candidate for each Officer and Director. Within 7 days of the formation of the Nomination Committee, the Secretary shall provide the Nomination Committee with a current list of members qualified to run for office. The President must not appoint this committee or be a member of it – ex officio or otherwise. No officer shall be a member of this committee, and Nominating Committee members may not be on the election slate.

The Nominating Committee will submit their slate to the board no later than the January Board Meeting, and to the membership no later than the January General Meeting. At the close of the January General Meeting, the Nomination Committee will be automatically dissolved, and no additions or changes to the slate will be allowed. If the

slate is incomplete at this time, it will remain so. Vacancies on the ballot may be filled using membership nominations submitted by the petition process explained below. The Secretary shall publish a list of members qualified to run for office and/or vote, the following day after the January board meeting. This list shall be based upon the approved memberships as of the current January meeting. Only members on this list will be allowed to run for office and vote in the annual March Election Meeting, provided the member is still in good standing as of the March meeting.

Members may submit additional nominations by written petition signed by 3 members in good standing, other than the candidate. Such petitions may be submitted to the Board or the Secretary, for a period beginning with the current calendar year January General Meeting, and ending the following March 1st at midnight. The nomination process is then closed, and may not be reopened on election night.

After the dissolution of the Nominations Committee, all candidates (whether nominated by the Nomination Committee or member petition) will be treated equally.

Candidates may join or leave the ballot after the January General Meeting, but this will be recorded as a change to the ballot, not the slate. The President will instruct the membership on deleting candidates from the ballot if necessary.

Election Procedures

No later than the December General Meeting, the Board of Directors shall appoint at least two members (no more than one may be a current director of the board) to serve on a committee to be known as the Teller Committee. It shall be the duty of the Teller Committee to count the ballots for voting at all duly held meetings, as described below. The President must not appoint this committee or be a member of it – ex officio or otherwise. No officer shall be a member of this committee. The Teller Committee shall select one of its members to serve as Chair. All members of the Teller Committee, including the Chair, shall be referred to as “Tellers” in the remainder of these Rules.

Voting at any duly held Meetings shall be by a show of hands of the membership, (defined, for purposes of this “Election Procedures” section of these Rules, as all persons physically present at the Meeting who are eligible to vote in SVAS elections) except for the election of Officers and Directors, which shall be by ballot. The Teller Committee members will hand out ballots. Ballots may be handed out during election night any time before the President announces that the polls are open (even before the meeting comes to order). Each member will sign next to their name on the roster of eligible voters as they receive their ballot. Members may not mark their ballots until instructed to do so.

The President will then read the nomination report that includes all nominations that were submitted by the Nomination Committee and by written petition.

The President will introduce the Teller Committee. The Tellers are responsible for collecting, verifying, and counting the ballots.

The President will then read the final ballot.

The President will instruct the membership on the proper procedures for marking the ballot and what constitutes an illegal ballot (voting for more than person per office and voting for more than ten directors, etc.). The President will instruct the membership on how to fold their ballot and hand it in to the Tellers. Members will be asked to bring their ballot to the ballot box and hand it to the teller who will place it in the ballot box and check that only one ballot per voting member is being turned in.

The President will ask if there are any more voting members who have not yet received their ballot. If there are none, the President will announce that the polls are open and that voters may now mark their ballots. Late arrivals may be issued ballots at the discretion of the Teller Committee Chair until the polls have been declared closed, however, once a latecomer has been denied a ballot, no further ballots may be issued, and once the polls have been declared closed, no further ballots may be issued.

After sufficient time, the President will ask if everyone wishing to vote has voted, and then announces that the polls have closed.

After the balloting, the Tellers will collect the ballots. Prior to counting the ballots, at least two members of the Teller Committee will count and verify the annotated marks on the roster and then inform the membership of how many ballots have been handed out.

After all ballots are collected, the tellers may take the ballots to a closed room to verify and count them. Interested members may be allowed to view the counting of the ballots solely at the discretion of the Chair of the Teller Committee. This will be strictly on a not to interfere basis, and the Chair may expel anyone he or she deems to be a distraction. The decision of the Teller Committee Chair regarding this will be final.

After the ballots are counted, the Teller Committee will prepare the Teller's Report in accordance with Robert's Rules of Order. The Chair of the Tellers Committee shall read their report to the President and gives the report to the President without declaring the results.

The President shall inform the membership of the contents of the Tellers' report, declaring the election results for each office. The candidate receiving the majority vote for each office shall be declared the winner. A majority is defined as one more than half of the votes cast, i.e. 50% plus one.

In the case of the officers, if no candidate receives a majority vote or there is a tie, another ballot will be handed out and balloting will continue until a candidate for each office has been elected by a majority vote.

The same will hold for any directorship that does not receive a majority of the votes cast, and any necessary repeat ballots may be for both officer and director positions. If however, one or more director positions are still vacant after a second ballot; the position will remain vacant until the next year's annual meeting, or the president may fill the position in accordance with the Bylaws and Special Rules.

Forms of voting not allowed are: Proxy Voting, Absentee ballot voting, and Cumulative Voting.

SVAS Special Rule Concerning Email Voting- Electronic Board Meetings

The Board may conduct meetings via electronic mail subject to the following conditions:

- 1) The SVAS Biz Group will be used for all such discussions. General members may comment on the ongoing discussion on the SVAS Biz Group, which is open to all members.
- 2) When a formal motion is anticipated, that anticipation must be prominently noted in the discussion. The actual call for votes may not occur less than 72 hours from the time that notice is sent unless this requirement is waived by 2/3 consent of the Board. The term "PROPOSED MOTION:" will be included in the subject line of an email that discusses a possible motion. The term, "MOTION:" will be included in the subject line of an email that contains a motion. The term, "MOTION WITH SECOND:" will be included in the subject line of an email that contains a motion that has been seconded.
- 3) Prior to the call for votes, any director may request that the matter be postponed until the next physical meeting. That request will be honored unless 2/3 of the directors vote to deny it. The request may come in any form but must be delivered promptly to all directors.
- 4) After a call for votes a majority of votes in the affirmative must be cast within 96 hours in order for a motion to be adopted; otherwise it fails. The entire Board is considered to be present, so that a motion requires enough votes to represent a majority of all Board members, rather than just a majority of a quorum voting by email. The term, "VOTE NOW:" will be in the subject line of the email calling for the question.
- 5) The votes will be tabulated and posted as soon as one of the following occurs: all directors have cast their votes, a majority has been achieved either for or against the motion, or 96 hours have passed.
- 6) The text of the motion and the results of the vote shall be transcribed into the minutes. An archive of the entire discussion will be kept electronically and made available to the membership upon request for at least 90 days. Normally this archiving

requirement will be automatically met because the SVAS Biz Group archives are open to general members.

7) Failure to participate in the discussion or to vote via electronic mail shall not be construed as "missing" a Board meeting.

Special Rule Concerning SVAS Financial Transactions

General:

All financial transactions must be pre-approved by the SVAS Board of Directors. Members who incur SVAS related expenses must have prior board approval for their expenses before they expend SVAS funds, request an advance of funds, or submit expenses for reimbursement.

The board may grant pre-approval for expenditures. Such pre-approval should include how much money is pre-approved and a general explanation of the kind of things that the pre-approval extends to. When funds are pre-approved in this manner, the Treasurer will annotate them as "**Committed**" meaning that they are immediately available for expenditure without additional authorization. Committed funds are no longer considered available for other purposes.

All reimbursements and/or expenditures must be documented by the appropriate SVAS form and include the original receipt. No second party receipts will be accepted. In other words, no SVAS member may use his or her business to buy and/or resell items to the Society. SVAS may purchase goods or services from members, so long as the member's business is the original source of the goods and/or services. The Board with a 2/3 vote, may reimburse at cost a specific item.

Although SVAS accepts cash for some transactions (resource sales, memberships, etc.) the SVAS does not make cash expenditures.

Procedures for Reimbursement of Personal Funds:

The SVAS Voucher for Reimbursement will be used to reimburse SVAS members who use their personal funds for SVAS expenses. All expenditures submitted for reimbursement must be pre-approved and within the scope of a pre-authorized budget. In other words, there must be Committed Funds available to make the reimbursement with. The purchaser must identify what budget line the purchase will be counted against. If the member is present at the next Board meeting, the receipt must be submitted to the Treasurer or, if the Treasurer is not present, then the President at the Board meeting after the initial purchase.

Procedures for Direct Expenditure of SVAS Funds:

Direct expenditure of SVAS funds is when there is no reimbursement of personal funds. Funds are instead removed directly from an SVAS account. Direct expenditure of funds may be made using check, ATM and/or Credit Cards, PayPal, etc.

All Direct Expenditures must be pre-approved and within the scope of a pre-authorized budget. In other words, Direct Expenditures must use Committed Funds.

ATM Cards, Credit Cards, etc. will not be used for cash withdrawals.

Direct expenditures must be documented, and the Treasurer must be notified within 30 days of the purchase. This may be done by email, phone or in person. If the Treasurer is not present, then any Board member, (not including the individual purchasing the item) can be notified.

Donations and Other Incoming Funds:

All donations and other incoming SVAS funds received by SVAS members shall be forwarded to the Treasurer within 30 days. The funds will be accompanied by an SVAS Donation Remittance Form. All donations must be remitted to SVAS; donations may not be used to offset personal expenses without going through the normal SVAS procedures. Outside individuals or organizations mailing donation checks shall be directed to mail their check to the SVAS P.O. Box or submitted to the Treasurer. If the Treasurer is not present, then any Board member may accept the donation.

Reporting Requirements:

The Treasurer should report all deposits, direct expenditure transactions, and reimbursements to all board members. The report should also be available to general members online and/or in writing by request. Reporting procedures will be in accordance with the procedures outlined in the SVAS Operations Manual.

SVAS Special Rule Concerning Memberships

Current Memberships:

- General Member (GM)
- Observatory Member (OM)
- Honorary Member (HM)