

BYLAWS
OF THE
RICHMOND ASTRONOMICAL SOCIETY, INCORPORATED

ARTICLE I – MEMBERSHIP

Section 1. The membership of this corporation shall consist of persons who are interested in astronomy and related sciences who have been elected as Regular or Nonvoting members by the Board of Directors as hereinafter provided.

Section 2. (a) Any person of good character who has a sincere interest in astronomy and in the fulfillment of the purposes of the Society may be invited into membership by the Board of Directors.

(b) Such a person may demonstrate interest by attending any three activities sponsored by the Society or in which the Society is a participant. However, the Board of Directors may waive the requirements for attendance at three activities if recommended by the sponsor and if, in the opinion of the Board, the candidate has exhibited sufficient interest in astronomy in some other acceptable manner.

(c) Such a person who evidences interest by voluntary expression and other evidence satisfactory to the Board of Directors may be invited into Regular membership. Further, the Board of Directors may at any time elect other persons into the Society as Nonvoting members.

Section 3. (a) The sponsor of a visiting prospective member shall be either the regular member of whom the person is a guest or one designated, as may be prescribed by the President, at the first meeting attended by the visitor.

(b) It shall be an obligation of membership for any member to be willing to serve as a sponsor when feasible. During the period of visitation by a prospective member, his sponsor shall act as a host, acquainting him with the history, purposes, operations, and other characteristics of the Society.

Section 4. Regular members may vote on the election of Directors, and may hold any elected or appointed office. Nonvoting members shall not have the right to vote on the election of Directors, and may not hold any office other than an honorary office.

Section 5. Any member whose conduct reflects discredit upon the honor, integrity, or dignity of the Society may be expelled from membership by majority vote of the Board of Directors.

ARTICLE II – MEMBERSHIP MEETINGS

Section 1. Regular general public meetings of the Society shall be held monthly at such times and places as the Board of Directors may designate. Special meetings of the

regular membership may be held at the call of the Board of Directors, at such time and place as may be designated by those calling such a meeting.

Section 2. An annual meeting of Regular members of the Society shall be held for the purpose of electing the Board of Directors in conjunction with the regular meeting in November.

Section 3. Notice of any regular monthly meeting shall be directed in any manner permitted by the laws of the State of Virginia, to each member at his last known address, as furnished the Society by him, at least five (5) days prior to the date of the meeting. Similar notice shall be directed at least ten (10) days prior to the time of any special or annual meeting.

ARTICLE III – BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors consisting of at least eleven (11) members, and such Directors shall be nominated as hereinafter provided and elected from the regular membership by such Regular members at their annual meeting for the election of Directors as hereinafter provided. In the event of a vacancy on the Board, the Board may, by motion carried by a majority of the Board of Directors, appoint a replacement for the remainder of the current term. The Directors may alter the above prescribed number of Directors at any meeting. A majority of the Board shall consist of residents of Virginia residing within twenty-five miles of Richmond.

Section 2. Eligibility for election to the Board of Directors shall be restricted to active Regular members of the Society. For this purpose, an active member shall have attended at least six (6) of the previous twelve (12) regular monthly meetings of the Society. In addition, an incumbent member of the Board of Directors shall have attended at least two (2) of the previous four (4) quarterly Board of Directors meetings.

Section 3. At the September regular monthly meeting, the Board of Directors shall announce the nominating committee, appointed by the President, consisting of no fewer than three Directors and at least an equal representation from among the Regular members.

Shortly after the September regular monthly meeting, the Secretary shall forward to the chairman of the nominating committee a summary of attendance for the twelve (12) previous regular monthly meetings and the four (4) quarterly Board of Directors meetings.

The nominating committee shall prepare a slate of candidates in accordance with the eligibility requirements of Section 2. Consents of all nominees shall be obtained. In the event that this procedure fails to nominate a sufficient number of candidates, the nominating committee may, by majority vote, relax or waive the attendance criteria for regular monthly meetings specified in Section 2.

The slate of nominees shall be presented to the members at the October monthly meeting. Additional nominations may be made from the floor at this meeting. Such floor nominees shall also meet the criteria specified in Section 2, or as amended by the nominating committee. Consents of all floor nominations shall be obtained.

Shortly after the October meeting the Secretary shall mail to each Regular member a copy of the complete slate of nominees followed by a printing of these rules for election:

Every Regular member shall be notified in advance of the slate of nominees for election to the board of Directors, to take place at the November meeting.

Each Regular member may express his vote either in attendance at the November meeting or in absentia by sending his copy of the slate, marked to show his choice of no more nominees than the number of Directors prescribed to comprise the Board. Absentia ballots shall reach the Secretary by the time of the election.

The elected Board of Directors shall consist of the prescribed number of nominees receiving the highest number of votes cast by Regular members. Tie votes shall be resolved by random drawing of the names of those tied.

Section 3. The Board of Directors may employ professional persons or organizations whenever such help is deemed essential to the purposes of the Society. The Directors shall receive no compensation for their services except reimbursement for expenses incurred in the business of the Society.

Section 4. The Board of Directors shall determine the amount and date payable of all annual fees, entrance fees, and annual dues.

Section 5. The Board of Directors of the Society shall have no powers to obligate the Corporation or pledge its property to any debt except upon authorization by majority vote of the Board of Directors.

Section 6. Regular quarterly meetings of the Board of Directors shall be held during the months of February, May, August, and November at such times and places as may be determined by resolution of the Board of Directors. A special meeting of the Board may be called at any time by the President or by any three members of the Board, which meeting may be held at such time and place within the members of the Board, which meeting may be held at such time and place within the city of Richmond, Virginia, or within the county of Chesterfield, as the person or persons calling the same shall determine. At least ten (10) days notice of any such regular or special meeting shall be given to each Director at the address last furnished by him for the books of the Society.

Section 7. Notice of any meeting of the Board of Directors may be waived by any Director and the presence at any such meeting shall constitute a waiver by him of any notice which might be otherwise required.

Section 8. At any meeting of the Board of Directors a majority of the resident members of the Board shall constitute a quorum for the transaction of business. The Board of Directors may, by a resolution passed by a majority of the whole Board, designate three or more of their number to constitute an executive committee which, between meetings of the Board, shall have and exercise the power of the Board of Directors in the management of the business and affairs of the Society.

ARTICLE VI – OFFICERS

Section 1. The officers of the Society shall be a President, a Vice-President, a Director of the Observatory, a Secretary, and a Treasurer, and such additional officers as may be designated by the Board of Directors. Such officers shall be elected by the Board of Directors from their own number at the first meeting of the Board held after the annual meeting of the membership to elect Directors. Officers shall hold office until their successors are elected and qualify, unless sooner removed or dispensed with by the Directors, the right to do so at any time, with or without cause, being reserved to the Directors. No officer shall receive compensation for performance of his duties except by unanimous vote of the whole Board of Directors.

Section 2. The President shall preside at all meetings of the general membership and the Board of Directors, he shall be the chief executive officer of the Society, and as such shall have general supervision and control over its operation and over its other officers and employees, and shall perform such duties subject to the control of the Board of Directors. All committees shall be appointed by the President.

Section 3. The Vice-President shall perform all of the duties of the President in his absence. He shall serve as coordinator for all programs presented at regular monthly meetings.

Section 4. The Director of the Observatory shall have complete charge of the operation and management of the observatory, subject to the control of the Board of Directors. He may appoint assistants or staff members from the regular membership and, with approval of the Board of Directors, may expend money for the benefit of the observatory.

Section 5. The Secretary shall issue notices of all meetings of the general membership and Directors; shall keep minutes of their meetings and have charge of such minutes; and shall maintain a current record of membership and attendance. He shall perform such additional duties as may be imposed upon him by the President or by the Board of Directors.

Section 6. The Treasurer shall have the custody of all monies of the Society and shall keep and be accountable for the books of account of the Society. He shall also perform such additional duties as may be imposed on him by the President or by the Board of Directors, and the Board of Directors shall have authority to require that he furnish bond, with such surety as they may direct, for the faithful performance of his duties.

ARTICLE V – CORPORATE SEAL

The corporate seal of the Corporation shall be inscribed on a die from which shall be impressed on the instruments requiring it and shall consist of two concentric circles having written upon the circumference between the name of the Corporation, Richmond Astronomical Society, Incorporated, and the word Virginia, and in the middle thereof the word, SEAL.

ARTICLE VI – AMENDMENTS

The Bylaws of the Society may be amended, repealed, or altered, in whole or in part, by resolution carried by a majority of the Board of Directors, which resolution has been stated in full in the notice calling the meeting.

Revised May 23, 1994