

SFAA Bylaws

Preamble

Section 1. These bylaws recognize the founding of the San Francisco Amateur Astronomers and later incorporation, within the jurisdiction of the California Corporations Code.

Section 2. These bylaws supersede all previous bylaws. Officers and Directors in office at the time these bylaws are adopted shall remain in office for the remainder of their term of office, but shall be subject to these bylaws.

Section 3. All singulars shall refer to both singulars and plurals.

Section 4. All references to a majority vote are for a simple majority (51%) of voters, unless otherwise specified.

Section 5. Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the California Corporations Code shall govern the construction of these bylaws.

Article One: Name

Section 1. The name of this corporation shall be The San Francisco Amateur Astronomers, Inc., and shall hereinafter be referred to as “the Corporation.” The San Francisco Amateur Astronomers, Inc. is nonprofit organization, as defined by the Internal Revenue Service under Section 501(c)(3).

Article Two: Purpose

Section 1. The purpose of this corporation is to promote and popularize astronomy and related disciplines.

Section 2. No person shall use the tangible or intangible property, endorsements, or any publication of the Corporation for any purpose other than corporate business.

Article Three: Officers, Directors, Parliamentarian and Other Appointed Roles

Section 1. The Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. The offices of the Secretary and Treasurer may be filled by the same person simultaneously.

Section 2. The Directorate of the Corporation shall consist of seven regular members and, if elected in an annual election, up to two Alternate members. The seven regular members of the Directorate shall consist of those members who have received the highest number of votes in the annual election of officers and members of the Directorate. Once all seven regular positions have been filled, the persons receiving the next highest number of votes shall become Alternate members of the Directorate. The Alternate members may attend and participate in Board of Directors meetings and are encouraged to do so. In the event a quorum is present, the Alternate members shall not vote on matters before the board, and the Alternates' presence shall not be

included in the computation of a quorum. In the event a quorum is not present, the Alternates' presence at a Board of Directors meeting shall be included in computation of a quorum, and the Alternates may vote on any matter before the board to the same extent as a regular member. In the event a regular member of the Directorate is removed or resigns, the Alternate member with the higher number of votes from the annual election shall automatically become a regular member of the Directorate for the remainder of the term.

Section 3. The Officers and the Directorate shall constitute the Board of Directors of the Corporation.

Section 4. Elections of Officers and members of the Directorate shall be held annually, as follows: Candidates for Officers and the Directorate shall be nominated at the October membership meeting or by an email to the President and/or Secretary. Nominations will be closed at the end of the day after the October membership meeting. Members may nominate themselves or another member. The current SFAA Officers shall collect and record nominations and confirm that all nominees are members in good standing and that they are willing to serve before finalizing the ballot. The slate of candidates will be announced on November 1st. Members may vote in one of three ways to elect Officers and members of the Directorate: by submitting a paper ballot at the November meeting, if the meeting occurs in person, by mailing a printed paper ballot to the Treasurer, or online through the SFAA's electronic voting system. Any member desiring to vote for a member whose name does not appear on the ballot may write in the name of the candidate on a printed paper ballot or an online ballot in the space provided for write-ins. Voting opens November 1 and closes November 30 and votes received after November 30 will not be counted. The current SFAA Officers shall tally the votes, confirm that any write-in candidates who have received a sufficient number of votes to be elected as an Officer or member of the Directorate are members in good standing and are willing to serve, and announce the results. The newly elected Officers and members of the Directorate will be recognized at the December membership meeting and will begin their terms on January 1.

Section 5. The term of any elective office shall be for a calendar year, beginning on January 1.

Section 6. Should the office of President become vacant, the Vice President shall assume the office of President for the remainder of the unexpired term of that office. Any other vacancy occurring on the Board of Directors shall be filled for the remaining unexpired term by appointment as determined by a majority of the remaining members of the Board of Directors.

Section 7. **Duties of the President.** The President shall preside at all meetings of the Corporation and shall appoint Committee Chairs and members of the committees who shall serve during the term of the President. The President shall affix the seal or signature of the Corporation to all proper instruments in writing that may require the same, direct the Corporation business, supervise the other Officers and members of the committees in compliance with Section 2 of Article Two of these bylaws.

Section 8. **Duties of the Vice President.** The Vice President shall assist the President and preside in the absence of the President or at the request of the President. In the case of the inability or refusal of the President to act, as determined by the Board of Directors, the Vice President assumes the Presidency.

Section 9. **Duties of the Secretary.** The Secretary shall keep proper records of the minutes of the Board of Directors meetings. The Secretary shall also conduct correspondence and publicize notices as directed by the President with the approval of the Board of Directors.

Section 10. **Duties of the Treasurer.** The Treasurer shall maintain proper financial accounts and books of the Corporation and shall perform all such duties as pertain to this office as may be required by the President and the Board of Directors. The Treasurer shall be responsible for collections of all dues from the membership and inform the Secretary of current membership status. The Treasurer shall maintain an accurate record of the receipts and disbursements. The treasurer shall deposit all monies received and valuable effects in the name and to the credit of the Corporation, in such depositories as designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, take proper vouchers for such disbursements and render to the President and Board of Directors, whenever they require, an account of these transactions and the financial condition of the Corporation, including current balance. The Treasurer shall publish an annual financial statement of the Corporation in January, for the preceding calendar year. This will be posted to the SFAA Members' Portal.

Section 11. **Duties of the Directors.** The Corporate powers, business and property of the Corporation shall be vested in and exercised, controlled and conducted by the Board of Directors for the benefit of the membership and the purposes stated in Article Two of these bylaws. The Board of Directors shall be directly responsible to the membership for the conduct of the Corporation business and for the Treasurer's records. The Directors shall approve or disapprove, by majority vote, all non-routine expenditures in excess of \$500.00 cumulative per month. 'Non-routine' expenditures would be defined as any expenditures that do not regularly occur during the course of the calendar year.

Section 12. **Parliamentarian.** The Board of Directors may appoint either a Director or a member to serve as Parliamentarian. It shall be the duty of the Parliamentarian to attend all of the Corporation meetings and to advise when requested. The Parliamentarian shall maintain current and accurate copies of the Corporation's Articles of Incorporation, Bylaws, Robert's Rules of Order and the California Corporation Code, and shall become familiar with them. The Parliamentarian will also notify the Board of Directors, including the Officers, if any of their actions are in conflict with either the Corporation's Articles of Incorporation, Bylaws, Robert's Rules of Order, or the California Corporation Code. If no Parliamentarian is appointed, the Secretary assumes the role.

Section 13. **Shop Coordinator.** The Board of Directors may appoint an adult member to be Shop Coordinator and shall delegate to the appointee such authority and powers as they deem necessary. Duties of the Coordinator shall be to maintain the Corporation's telescope making supplies and equipment in a satisfactory manner, purchase such material as the Board of Directors may approve, and encourage and guide members in the construction of telescopes. If the Corporation is not currently maintaining a telescope-making workshop, this office may be unfilled.

Section 14. **Speaker Coordinator or Committee.** The Board of Directors may appoint a Speaker Coordinator or Committee who shall select and schedule distinguished guest speakers who are leaders in the fields of astronomy, physics and related disciplines to deliver a presentation at each monthly membership meeting. The Speaker Committee shall be comprised

of SFAA members, including at least one current member of the Board. The Speaker Committee is responsible for providing set-up support to speakers for their presentations.

Section 15. **Bulletin Editor.** The Board of Directors may appoint a Bulletin Editor who shall assemble, edit, and regularly publish, with whatever assistance is necessary, a bulletin.

Section 16. **Equipment Loan Coordinator.** The Board of Directors may appoint either a Director or member as the Equipment Loan Coordinator who maintains the Corporation's loaner equipment and equipment loaner program for members.

Section 17. **Webmaster.** The Board of Directors may appoint either a Director or a member as the Webmaster who maintains the domain and the functionality of the Corporation's web site and communications systems as necessary in order to support the Corporation's purpose and objectives and to keep information current on events and postings.

Section 18. The designated appointees in the roles of Parliamentarian, Shop Coordinator, Speaker Coordinator, Speaker Committee, Bulletin Editor, Equipment Loan Coordinator, and Webmaster shall each serve until relieved of such duties by a majority vote of the Board of Directors. In the event that an appointee resigns from the role, the current role-holder is encouraged to participate in recruiting a replacement, who will then be subject to Board approval.

Article Four: Membership

Section 1. Any person is eligible to apply to the Corporation for membership.

Section 2. Acceptance of application is subject to:

- 1) Approval by a majority vote of the Board of Directors at its option, and,
- 2) Payment of dues as determined by the Board of Directors.

Section 3. Each member whose dues are current shall have the right to vote at membership meetings of the Corporation and to attend all such meetings. Members shall have the right to the use of the Corporation property subject to rules as established by the Board of Directors.

Section 4. A majority vote of the Board of Directors is required to discontinue membership of any member whose conduct disturbs the harmony or endangers the good name of the Corporation, providing such member has been notified of the intention of the Board of Directors at least ten days prior to the meeting at which such action is to be considered. If the member so chooses, he or she shall be given an opportunity to be heard at said meeting.

Section 5. Classes of membership shall consist of the following:

1. Individual membership includes individuals when dues for one Individual membership are paid. Each Individual membership shall receive Corporation-sponsored or endorsed publications and shall be entitled to one vote at corporate functions.
2. Family memberships include all members of the immediate family when dues for Family membership are paid. Each Family membership shall receive Corporation-sponsored or endorsed publications and shall be entitled to one vote at corporate functions.
3. Student membership shall be reserved for people who are full-time students and shall have all of the benefits of Individual membership.

4. Institutional memberships include organizations when dues for one Institutional membership are paid. Each Institutional membership shall receive Corporation-sponsored or endorsed publications and shall be entitled to one vote at corporate functions. Additionally, Institutional members may receive additional benefits as defined by the majority of the Board of Directors such as special recognition on Corporation-sponsored publications.

5. Supporting memberships includes individuals when dues for one Supporting membership are paid. Each Supporting membership shall receive Corporation-sponsored or endorsed publications and shall be entitled to one vote at corporate functions. Additionally, Supporting members may receive additional benefits as defined by the majority of the Board of Directors such as special recognition on Corporation-sponsored publications.

6. Honorary membership shall be assigned by the Board of Directors at its discretion by majority vote. Honorary membership shall be for a term of one year, and may receive publications; this membership level does not have voting privileges.

7. Service memberships shall be granted by majority vote of the Board of Directors. Service memberships are granted at no charge for individuals performing valuable service to SFAA. Service members may vote at membership meetings and receive publications, but may not hold elected office. A service member may convert to a membership with full eligibility by paying appropriate annual dues. Service memberships are awarded for a term of one year and will be reviewed by the Board annually.

8. Honorary Life memberships may be granted by a two-thirds majority vote of the Board of Directors. Honorary Life membership is awarded for extraordinary long-term service to SFAA, and at most one Honorary Life membership may be awarded annually by the Board of Directors. Honorary Life members may vote at membership meetings, and receive publications at the member's discretion. Honorary Life members are not eligible for elected office, but may become eligible by paying normal annual membership dues for an eligible membership class. Honorary Life memberships may not be revoked.

Article Five: Dues

Section 1. The dues schedule shall be set by a majority vote of the Board of Directors.

Section 2. The Corporation is a 501(c)(3) nonprofit organization. Membership dues are tax-deductible as allowed by law.

Section 3. Membership shall commence on the first day of payment of dues; and shall expire twelve months later.

Section 4. Dues will be considered delinquent if not paid within the month due. Members whose dues are delinquent shall be so notified by the Treasurer. If such dues are not paid within one month following such notice, the member's name may be removed from the membership roll of the Corporation with loss of all privileges. Reinstatement will be made upon payment of dues.

Article Six: Meetings

Section 1. Membership meetings shall be held each month at a time and place determined by the Board of Directors.

Section 2. The minutes of the previous Board of Directors meeting shall be available at the following membership meeting.

Section 3. At a membership meeting, a majority of the members present shall constitute a quorum for the transaction of business. A member who is not present may be represented by a proxy delivered to the Secretary.

Section 4. Board of Directors meetings shall be held at a time and place determined by the President or by any two directors, providing the membership is given at least five days notice prior to such meeting.

Section 5. A majority of directors shall constitute a quorum for the purpose of conducting business. Members may also attend the Board of Directors meetings. However, members shall not have a vote at such meetings, but, by permission of the Chair, shall have the right to be heard.

Section 6. All meetings shall be conducted under Robert's Rules of Order.

Section 7. The Board of Directors may designate certain activities other than those found in these Articles as corporate functions.

Article Seven: Committees

Section 1. The President shall authorize the creation of such committees as deemed necessary or advisable from time to time to assist in the conduct of the Corporation's business. Such committees shall have powers and duties as may be specified by the President, and serve at the President's discretion.

Section 2. Special Interest Groups (SIGs) may be created and maintained by SFAA members with a common interest or specialty in a specific area of astronomy. The purpose of each SIG is to network and exchange information through meetings, publications, or other organized activities. Proposals to form new SIGs must be presented to the SFAA Board for approval and the Board has overall responsibility for each SIG. SIGs shall follow SFAA's club bylaws which also include the IRS requirements for a 501c3 organization. For details on the creation, maintenance, leadership duties, and dissolution of a SIG, refer to the SFAA Guidelines.

Article Eight: Effective Date of These Bylaws

Section 1. These bylaws shall become effective when ratified by a majority vote of the membership at any membership meeting.

Article Nine: Amendments

Section 1. These bylaws may be repealed, amended, or new bylaws adopted at any General Membership Meeting by a vote representing a majority of the members present, provided that notice of any proposed amendment, repeal or replacement of these bylaws has been given in writing to the President or other Officer not less than forty days prior to the membership meeting at which time it is to be considered, and provided that such proposed amendment, repeal, or replacement of the bylaws shall have been read at a prior meeting.

Article Ten: Removal of Directors and Officers

Section 1. Any Director or Officer may be removed from the directorate or office, with or without cause, by a majority vote of the membership. Any Director or Officer who misses four consecutive meetings of the Board of Directors, or a total of six meetings in the course of the annual term, may be considered to have tendered their resignation as a Director or Officer, which may be accepted or not at the discretion of the Board.

Section 2. Any Director or Officer may resign at any time by giving written notice to the Board of Directors or fellow Officer. In such cases, a vacancy shall exist and shall be filled in accordance with Section 6 of Article Three of these bylaws and shall serve for the balance of the term.

Article Eleven: Dissolution of the Corporation

A two-thirds majority of Members at a general membership meeting upon thirty days notice of intent to dissolve may dissolve the Corporation. In the same manner, a plan for distribution of corporate assets may be approved. These assets shall be distributed only to another nonprofit corporation according to the majority vote of the general membership and in accordance with the designee's bylaws for receipt of such assets.

ACCEPTED by membership at general meeting December, 1986.

AMENDED by membership at general meeting August, 2003.

AMENDED by membership at general meeting November, 2011.

AMENDED by membership at general meeting November, 2016.

AMENDED by membership vote in 2018 Board election.

AMENDED by membership vote in 2022 Board election.