

**BYLAWS OF THE  
HOWARD ASTRONOMICAL LEAGUE OF CENTRAL  
MARYLAND, INC.**

**Article I – Name and Purpose**

The name and purposes of the Corporation are set forth in the Articles of Incorporation.

**Article II - Membership and Dues**

**Section 1**

Membership shall be open to anyone with an interest in astronomy without regard to age, race, sex, religion or national origin. Membership is not required for attending public meetings or public star parties.

**Section 2**

The Corporation shall admit persons to membership at any time. Application for membership is a written form. The membership year shall begin on the date dues are paid, and end at the end of the month, one calendar year later.

**Section 3**

Each member of the Corporation shall pay annual dues of an amount to be determined by the Board of Directors. The amount of such dues shall include the portion payable to the Astronomical League

**Section 4**

Membership in the Corporation shall be composed of several classes.

Individual Membership (adults and full-time students) Each individual membership shall have a single vote in the Corporation. Each individual member will also become a member of the Astronomical League, with full privileges of membership.

Family Membership (parents(s) with dependent children ) – Each family membership shall have a single vote in the Corporation. One member of each family will become a member of the Astronomical League, with full privileges of membership.

Honorary/Complimentary Membership – These memberships are for maintaining contacts with other astronomy clubs and organizations, awards for speakers and community members, or for use as publicity. They are not subject to annual dues and they have no voting privileges.

New membership classes, and modifications to existing classes, may be made by the Board of Directors. Changes will not affect existing members until their next membership renewal date.

## **Article III – Board of Directors**

### **Section I**

The elected officers of the Corporation shall comprise the Board of Directors. The officers shall consist of President, First Vice-President, Second Vice-President, Secretary, Events Coordinator, *and* Treasurer. The officers shall serve without remuneration.

### **Section 2**

Each officer shall be a member in good standing of the Corporation. The Board of Directors will create a Special Election Committee, consisting of two or more members, no later than the November meeting. The Election Committee shall conduct all aspects of the election process including nominations, candidate communications, and the election itself. The Election Committee shall collect nominations beginning at the November meeting and continuing up to 24 hours prior to the January meeting. At the December meeting, prospective officer candidates shall communicate their qualifications and objectives. At the January meeting, prior to the election, prospective officer candidates shall again communicate their qualifications and objectives, and provide for questions and answers. If the candidate will not be present, a member of the Election Committee may read his/her prepared statement.

### **Section 3**

Officers shall be elected by ballot at the annual membership meeting in the month of January. The results are decided by a simple majority. However, if there is but one nominee for the office, election for that office may be by voice vote.

### **Section 4**

The officers shall assume their duties 1 February and serve for a term of one year.

### **Section 5**

If a vacancy should occur in any office, it will be filled for the unexpired term by a person elected by a majority vote of the Board of Directors.

If a Director is not fulfilling their duties, the Board of Directors can Resolve to remove the person from the position, according to the rules of the Board of Directors' Resolutions.

If a Director is not fulfilling their duties, the General Membership can impeach an Officer under the following conditions:

- The call for an impeachment vote at an upcoming General Membership meeting must be made prior to that meeting
- A vote in favor of an Officer's impeachment must be made by a minimum of three quarters of the members
- If an impeachment takes place, at that meeting, all candidates must communicate their qualifications and objectives
- A vote to fill the vacant position must take place at the next meeting

- All voting members must have a membership in good standing; the results are decided by a simple majority, a quorum must be present
- The new Officer's term will be the completion of the impeached Officer's term.

#### **Section 6**

The duties of the Board of Directors shall be to transact the necessary business of the Corporation; create standing and special committees; present an annual report to the membership at the November meeting; prepare and present to the membership a budget for the year at the January meeting; and arrange for a quarterly review of the treasurer's accounts-

#### **Section 7**

Regular meetings of the Board of Directors shall be held during the year, the times to be fixed by the Board; with a minimum of 7 days announcement to members. Board of Director's meeting shall be open to members.

#### **Section 8**

The mission, goals, and purpose of the organization is defined by the Articles of Incorporation, but for conducting the normal business affairs of the corporation the Board of Directors will issue Resolutions at the Board of Directors meetings.

- Examples of normal business affairs could include, but are not limited to: authorizing material expenditures; entering into partnerships or other strategic alliances with other organizations; modifying General Membership meeting dates and times; General Membership dues rates; public star party dates and times; deployment of the corporation's equipment; modifications to the corporation's literature or website; and participation in advertising.
- Resolutions must be recorded in the Board of Directors meeting minutes
- New Resolutions must be communicated to the General Membership at the General Membership meeting subsequent to the recording of the Resolution
- A separate document reflecting all of the cumulative Resolutions shall also be maintained, and made available to any General Member upon request
- At its discretion, the Board of Directors can submit a Resolution to a General Membership vote, along with a Board of Directors' recommendation. A 2/3 majority is required to pass the Resolution, and if it is passed, it must have the same treatment as a Board of Director's Resolution
- All Resolutions must be in the best interest of the corporation, and support its mission as defined in the Articles of Incorporation
- Board of Director's Resolution voting requirements: Resolutions are passed if no more than one Director objects to the Resolution
- Board Resolutions are final and binding. If desired, the general membership may seek relief through the impeachment process and/or by-laws changes per articles III and VIII.
- Only Board Resolutions, subject to the Articles of Incorporation and the Bylaws, can create final and binding obligations, relationships, and operational policies and procedures for the corporation.

### **Section 9**

The President must authorize all disbursements, and for recurring, non-material items, the Board of Directors can establish specific standing pre-authorizations by Resolution.

## **Article IV - Duties of the Officers**

### **Section 1**

The president shall preside at all meetings of the Corporation and the Board of Directors; shall coordinate the work of the officers and committees in order that the goals of the Corporation will be promoted; shall authorize all disbursements unless a pre-authorization has been established by the Board of Directors; shall perform such duties as assigned by the Corporation or the Board of Directors; and shall be an ex officio member of all committees.

These duties may be changed, only for the current 1 year term, by a Board of Director's Resolution. If the changes are to continue at the beginning of the subsequent 1 year term, a new Resolution is required.

### **Section 2**

The first vice-president shall act as an aide to the president and shall perform the duties of the president in the absence or inability of that officer to serve. These duties may be changed, only for the current 1 year term, by a Board of Director's Resolution. If the changes are to continue at the beginning of the subsequent 1 year term, a new Resolution is required

### **Section 3**

The second vice-president shall act as an aide to the president.

These duties may be changed, only for the current 1 year term, by a Board of Director's Resolution. If the changes are to continue at the beginning of the subsequent 1 year term, a new Resolution is required

### **Section 4**

The secretary shall record the minutes of all meetings of the Corporation and the Board of Directors; shall have a current copy of the bylaws; and shall maintain a correspondence book and be responsible for all routine correspondence of the Corporation.

These duties may be changed, only for the current 1 year term, by a Board of Director's Resolution. If the changes are to continue at the beginning of the subsequent 1 year term, a new Resolution is required

### **Section 5**

The treasurer shall have custody of all funds of the Corporation; shall keep a full, accurate, and timely account of the receipts and expenditures; shall make disbursements as authorized by the president or Board of Directors; shall present a financial report, with a written financial statement summarized for the minutes of both the Board of Directors and General Membership meetings, shall maintain the official current membership list;

shall have the books reviewed quarterly by a member who is not an officer; and shall participate in the budget process for the next fiscal year.

These duties may be changed, only for the current 1 year term, by a Board of Director's Resolution. If the changes are to continue at the beginning of the subsequent 1 year term, a new Resolution is required.

#### **Section 6**

The President shall appoint two members to serve as Membership Coordinator and Astronomical League Coordinator (ALCOR). The Membership Coordinator shall; actively promote memberships at public events; have a current membership list; and provide information to new and prospective members. The ALCOR shall interface with the Astronomical League on behalf of the membership; and report on Astronomical League programs and events at all general membership meetings.

#### **Section 7**

The Events Coordinator shall organize the Corporation's public outreach events, which includes the successful planning and implementation of event hosts, internal announcements, external publicity, and support literature and related materials. These duties may be changed, only for the current 1 year term, by a Board of Director's Resolution. If the changes are to continue at the beginning of the subsequent 1 year term, a new Resolution is required.

### **Article V - Committees**

#### **Section 1**

Each committee member shall be a member in good standing of the Corporation.

#### **Section 2**

The Board of Directors shall establish standing and special committees as needed to promote the goals of the corporation. The term of each chairperson shall be one year. Special committees shall expire when their objectives are completed.

#### **Section 3**

Each chairperson shall also report to the Board of Directors at regular intervals as established by the Board of Directors.

#### **Section 4**

The power to form standing and special committees and appoint their members rests with the Board of Directors.

#### **Section 5**

The president shall be an ex officio member of all committees.

### **Article VI - Meetings**

#### **Section 1**

General Membership meetings of the Corporation shall be held throughout the year at times that are determined by the Board of Directors.

**Section 2**

The Annual Membership meeting shall be held in January.

**Section 3**

10 members shall constitute a quorum in any general membership meeting of the Corporation for the successful execution of elections and Resolutions submitted to the general members by the Board of Directors.

**Section 4**

Only members of the Corporation shall be eligible to vote.

**Article VII – General Membership Meeting - Rules of Order and Parliamentary Authority**

**Section 1**

The order of business shall be such as required by the occasion.

**Section 2**

The latest edition of Robert's Rules of Order shall be the authority on all questions of procedure and parliamentary law not covered in these bylaws.

**Article VIII - Amendments**

**Section 1**

These bylaws may be amended at any general membership meeting by a two-thirds vote of the members present and voting, a quorum being present, provided that notice of the proposed amendment shall have been given prior to the meeting.