

**CENTRAL FLORIDA ASTRONOMICAL SOCIETY
BY-LAWS**

Revised February 13, 2008

ARTICLE I - NAME

The name of this organization shall be the Central Florida Astronomical Society, Inc., hereafter referred to as CFAS.

ARTICLE II - PURPOSE

The purpose of this organization shall be to promote and advance the interest, activities, and individual appreciation of astronomy and related arts and sciences.

ARTICLE III - RELATIONSHIPS

CFAS shall maintain a professional working relationship with Central Florida science and educational institutions by means deemed appropriate by the Board of Directors.

ARTICLE IV - MEMBERSHIP

SECTION A

Membership shall be open to anyone interested in the purpose stated in Article II, and who complies with these By-Laws and any Standing Rules adopted by the Board of Directors.

SECTION B

The criteria for membership application shall be payment of dues for one of the following two membership categories.

Regular Member - This category includes a subscription to the CFAS newsletter, the option to subscribe to other magazines at a club discount, access privileges to CFAS equipment and facilities, and full voting rights. Certain CFAS equipment and facilities may have additional restrictions.

Patron Member - This category includes the privileges of a Regular Member and allows individuals to become benefactors of the Society.

SECTION C

All CFAS Regular and Patron memberships include any other family members residing in the same household. Family members have the same privileges as the original member; however, each membership receives only one vote.

SECTION D

The Board will review membership applications at Board Meetings. The Board serves as the membership review committee identified in the Articles of Incorporation. The Board shall strive to accept all applications; however, the Board has the right to deny membership. All application fees shall be returned if membership is denied.

CENTRAL FLORIDA ASTRONOMICAL SOCIETY

SECTION E

Any member may be suspended or dropped by a two-thirds vote of the Board of Directors, after fifteen days notice in writing, stating the cause of such action. An opportunity for a hearing before the Board shall be given. Failure to comply with the By-Laws of CFAS or misuse of property, or conduct injurious to CFAS shall be cause for expulsion.

ARTICLE V - OFFICERS AND THEIR ELECTION

SECTION A

1. There shall be four elected officers: President, Vice-President, Treasurer and Secretary.
2. Only a Regular or Patron member-in-good-standing may be elected or appointed to an office of any kind. Such officer must be of legal age at the time of election or appointment, as defined by the State of Florida.
3. Prior to the October Regular Meeting of CFAS, a nominating committee and/or the Board shall present to the membership a slate of candidates for each office. Additional nominations may be made from the floor by members in good standing.
4. Only those persons who have signified their consent to serve if elected shall be nominated for elected office. Written consent must be shown if the person is not present when nominated.
5. Officers shall be elected by secret ballot annually at the October Regular Meeting. However, if there is only one nominee for any office, election for that office may be made by a show of hands.
6. Officers shall assume their official duties following the close of the October Regular Meeting.
7. No person shall hold a particular elected office for more than four (4) consecutive full terms.

SECTION B

1. The nominating committee will consist of the two Board Members at Large.
2. The nominating committee shall select one (1) or more qualified nominees for each office to be filled and shall report in the newsletter mailed prior to the October Regular Meeting.
3. If no volunteer for an elected office can be found, the Board will accept nominations for such office in writing, either from the membership prior to elections or from the floor the day of the election. Any nominees from the floor must be present and consent to be elected.

SECTION C

A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors or by Special Election by the Membership, if the Board so requires.

CENTRAL FLORIDA ASTRONOMICAL SOCIETY

SECTION D

1. An elected officer may be removed from office only by the vote of members. To initiate such an action, a petition must be signed by at least three Board members and three non-Board CFAS members-in-good-standing requesting such removal. Each of the signers of the petition must have been a CFAS member for two or more consecutive years including the current year.
2. The membership shall review the petition at one Regular Meeting and vote upon it at the next Regular Meeting. A two-thirds majority of members present, providing there is a quorum, is required to remove an officer. Grounds for expulsion are failure to comply with CFAS By-Laws, misuse of property or funds, or conduct injurious to CFAS.

ARTICLE VI - DUTIES OF OFFICERS

PRESIDENT - The President shall be executive officer of CFAS and shall preside over all meetings of CFAS and the Board of Directors. He shall be an ex-officio member of all standing committees.

VICE-PRESIDENT - The Vice-President shall be Chairperson of the Program Committee. He shall preside over meetings of CFAS and the Board of Directors in the absence of the President.

TREASURER - The Treasurer shall receive all donations, member fees, subscription monies, and program receipts. He shall deposit these funds in one or more accounts as approved by the Board of Directors. He shall keep CFAS's financial records and sign all checks. The President, Vice-President, or Secretary may be authorized to sign checks when the Treasurer is unavailable. The Treasurer shall make a monthly report of CFAS's finances at each Regular and Board Meeting and at such other times as requested by the President or Board of Directors. He shall be responsible for forwarding all magazine subscription information and payment to the respective publisher(s). He shall preside over meetings of CFAS and the Board of Directors in the absence of the President and Vice-President.

SECRETARY - The duties of the Secretary shall be to keep minutes of all Regular and Board meetings and to carry on such correspondence as necessary. He shall preside over meetings of CFAS and the Board of Directors in the absence of the President, Vice-President and Treasurer.

ARTICLE VII - BOARD OF DIRECTORS

SECTION A

Board of Directors - The Board of Directors shall consist of the four elected officers, two Board Members At Large (elected from the membership), the Affiliate Board Members At Large representing any affiliate as described in Article XVI, and the chairpersons of each committee. They shall determine policies and activities and have general management of the organization. The President shall serve as chairperson; it is his duty to call meetings of the Board as needed. A meeting of the Board may be called by three or more Board members.

CENTRAL FLORIDA ASTRONOMICAL SOCIETY

Board Members at Large - Board Members at Large (BMAL) shall be nominated and elected by the membership at the October Regular Meeting and may be nominated by a present member of the Board if the membership fails to do so. One BMAL will be elected each year, for a two-year term of office.

SECTION B

1. An elected officer may hold an appointed office in addition to his elected office. A person may not hold more than one elected office except for temporary terms of appointment by the Board. Only one vote per person is allowed in any case. The quorum requirement shall be based on a count of people, as if all offices were separately held.

2. The Board may appoint an elected officer to a second elected office for a temporary term until the membership elects a replacement.

SECTION C

1. The Board of Directors shall prepare a budget for the next fiscal year, which begins the 1st day of January. The Board shall submit the budget to the membership for approval at the December Regular Meeting.

2. The expense budget must not exceed the estimated annual revenues from dues, programs, and investment income; however, expenditures from either restricted donations or funds raised for specific purposes must comply with the respective restrictions or purposes. The Board also shall provide for a discretionary amount in the budget to provide itself with monies to take action in the event a timely budget amendment is impractical.

3. The authority of the Board to commit funds shall be restricted to the amounts specified in the budget. The Board must seek and receive a majority vote of a quorum in a Regular Meeting in order to exceed the budget.

4. If an emergency CFAS expenditure will cause the total budget line as approved by the membership to exceed its budgeted amount, the Board should make the expenditure and amend the budget at the next Regular Meeting. In all other instances, if a proposed CFAS expenditure will cause the total budget line to exceed its budgeted amount, this specific expenditure must be revised downward because the Board may not approve an expenditure which would cause the total budget line to be exceeded.

ARTICLE VIII - MEETINGS

1. CFAS shall hold Regular Meetings the second Wednesday of each month. CFAS shall hold such other meetings as the Board of Directors or the membership may desire.

2. Board meetings will be held on the third Wednesday of each month. All members of the Board shall be positively notified of a change in the meeting at least two days in advance of the meeting.

CENTRAL FLORIDA ASTRONOMICAL SOCIETY

3. All matters coming before any meeting are to be directed by a majority vote of members present, provided there is a quorum of the membership in attendance. For Regular Meetings, a quorum shall consist of fifteen (15) members and two elected Board members. For Board meetings, a quorum shall consist of two (2) elected and three (3) other Board Members
4. Proxy votes are allowed at all meetings. The designation of Proxy must be written, with a specific statement of the scope, duration and designate of proxy. A Proxy shall count towards a quorum.

ARTICLE IX - COMMITTEES

SECTION A

Suggested Standing Committees are as follows:

1. Program Committee - The Vice-President shall be Chairperson of the Program Committee. The committee shall plan and/or arrange for programs to be presented at CFAS Regular Meetings.
2. Observing Committee - The Observing Committee shall be responsible for the planning of at least one session a month for group participation in sky viewing and photography.
3. Scientific Activities Committee - The Scientific Activities Committee shall support projects and special events of a scientific nature.
4. Membership Committee - The Membership Committee shall be responsible for seeking new members, issuance of membership cards to new and renewing members, and the assimilation of new members into the Society. This includes placing all current applications before the Board for approval at each Board meeting and formal introductions of new members at each membership meeting.
5. Publicity Committee - The duties of the Publicity Committee shall be (a) Prepare and distribute press releases and media announcements; (b) Prepare posters and other publicity materials; (c) Promote membership according to the guidelines stated in the Standing Rules; and (d) Promote and coordinate all social events.
6. Editorial Committee - The Editorial Committee is responsible for publishing and distributing the CFAS newsletter. The editor of the newsletter shall serve as Chairperson of this committee.
7. Dark Sky Advisory Committee - The duties of the Dark Sky Advisory Committee shall be (a) Obtain and distribute data on the problem of and solutions to light pollution; (b) Provide information to governmental and commercial agencies; (c) Serve as liaison between CFAS and the International Dark Sky Association.

CENTRAL FLORIDA ASTRONOMICAL SOCIETY

SECTION B

Other Standing Committees may be established, as the need arises, by the Board of Directors. The committee Chairperson of such committees shall have one vote on the Board.

SECTION C

The President shall appoint Standing Committee Chairpersons other than the Program Committee, with approval by a majority vote of the other elected officers. Any Chairperson may be removed from office at any time by the President, with approval by a majority vote of the other elected officers. Chairpersons may select their committee members.

SECTION D

Adhoc committees may be established by the President or a simple quorum of the CFAS board for the purpose of conducting a specific task in support of the mission of the society. Such committees are temporary in nature, and will be disbanded upon the completion of the task assigned or a predetermined date. Every Adhoc committee will be assigned a termination date. The chairperson of such committees will be selected by the body that established the committee. The chairperson of Adhoc committees will have no vote on the Board, but may select the committee members..

ARTICLE X - DUES

SECTION A

The amount of the annual dues for each membership category defined in Article IV shall be decided by the Board of Directors and approved by a majority vote of members present at the next Regular Meeting.

SECTION B

The Board of Directors may nominate an individual as an honorary member, with privileges in any of the membership categories. Conveyance of the rights of such membership must be approved by a vote of the membership present at a Regular Meeting. The honorary membership term is limited to twelve calendar months, but the Board of Directors may renew this membership by vote every twelve months.

ARTICLE XI - FINANCES

1. Investments include cash deposits and other investment instruments, such as certificates of deposit, bonds, mortgage certificates, or stocks. The investment policy for CFAS shall be to place (a) 80% of the investment capital into investments which are highly rated, low investment risk, or insured for the purposes of preserving the principal and assuring a predictable income and revenue stream, and (b) the remaining 20% of the capital may be invested in securities which have a growth potential, but may have a higher risk, for the purpose of keeping the total investments in pace with inflation. At all times, the combination of CFAS's investments must take into consideration CFAS's budgeted working capital and liquidity requirements.

CENTRAL FLORIDA ASTRONOMICAL SOCIETY

2. The Board of Directors shall select the deposits and instruments (hereinafter referred to as portfolio) it deems appropriate, and make changes to the portfolio, all by a two-thirds majority vote of those present at any Board Meeting..

3. If the Board of Directors votes to diminish the total principal invested, its vote must be affirmed by a two-thirds majority vote of the Members at a Regular Meeting before final action can be committed.

The liquidation of a specific investment instrument for the purposes of reinvesting the proceeds does not require any membership vote.

4. All income from the portfolio shall be divided into two equal amounts. One amount shall be reinvested as principal for portfolio maintenance and growth to offset the effects of inflation and/or other eroding influences, and the other amount shall be made available to the Board as unrestricted net assets.

5. The CFAS Treasurer shall maintain appropriate ledger account(s) to track revenues earned in excess of the budgeted amounts. The Board shall supervise the disposition of such excess funds, with the objective of reinvesting such funds as additional principal. In any event, this shall not prevent the Board from budgeting expenditures up to 50% of the actual total investment income (from unrestricted invested funds) in any budget year for expending in either the current or subsequent budget years as unrestricted net assets.

ARTICLE XII - RULES OF ORDER

Robert's Rules of Order, Newly Revised shall be the parliamentary authority for all matters of procedure not specifically set forth in these By-Laws.

ARTICLE XIII - AMENDMENT

Amendments to these By-Laws may be voted at any Regular membership meeting where a quorum of ten (10) members and two (2) elected Board members are present with a two-thirds majority required for passage. The amendments must have been submitted in writing to the general membership by email distribution and/or at the previous Regular Meeting. Such amendments must also have been published on the web site and/or printed in the newsletter prior to the previous Regular Meeting.

ARTICLE XIV - PRECEDENCE OF DOCUMENTS

1. By-Laws shall be subordinate to the Articles of Incorporation. Standing Rules shall be subordinate to the By-Laws. Trust or Endowment documents shall be external, specified references subordinate to the Articles of Incorporation, and superior to the By-Laws. Other

CENTRAL FLORIDA ASTRONOMICAL SOCIETY

publications of CFAS shall be subordinate to Standing Rules. All documents, except for the Articles of Incorporation, shall be subordinate to the Internal Revenue Service requirements for CFAS to maintain its status as a 501(c)(3) Publicly Supported Charity.

2. Donations or conveyances to CFAS of any type or form shall be accepted only if their term and conditions are compatible with CFAS Articles of Incorporation and By-Laws. Suitability shall be binding unless ratified first by the Board and then by the membership in meetings separated by at least 30 days.

ARTICLE XV - DISSOLUTION OF CFAS

Dissolution of CFAS shall be in accordance with the CFAS Articles of Incorporation. Dissolution shall require formal presentation of a dissolution motion to the membership.

These steps are required (in the stated order) to dissolve:

1. A two-thirds vote of the Board must be made, to make a formal motion of dissolution to the membership.
2. The Board must then send a Notice of Board Decision to Dissolve to each member by certified mail (signature receipt required). The notice shall not contain other notices or information, which might obscure the notice of intent to dissolve. The notice shall contain a specified meeting time and place for a Regular Meeting at which the motion will be discussed. Two weeks from the date of postmark is the earliest this meeting may be held.
3. Verification of Notification shall be established by tallying signature receipts from the mailing. Receipts shall be tallied and presented at the beginning of the discussion meeting. The tally must show that a 2/3 majority of current membership received notice. Failure to prove notification shall require postponement to another Regular Meeting for proof of notification.
4. The last step is voting by the membership at the next Regular Meeting following the Discussion Meeting (and Verification of Notification). For dissolution to occur, a two-thirds majority is required. Proxy votes are permitted, but only on forms provided in the Notification.

ARTICLE XVI - AFFILIATE CLUBS

SECTION A

1. Probationary Affiliates may be established in remote cities by a majority vote of the CFAS Board of Directors for a period of one year. Probationary Affiliates may be granted an operating budget that is not to exceed five percent (5%) of the CFAS annual projected dues revenue for the year in which they are established.
2. After one year, a Probationary Affiliate may become an Affiliate by a majority vote of the Membership of CFAS at any Regular Meeting held in Central Florida. Affiliate operating budgets will be set by the CFAS Board in the same manner as any other committee.

CENTRAL FLORIDA ASTRONOMICAL SOCIETY

3. All property, donations, endowments and facilities of Probationary Affiliates and Affiliates shall be wholly owned by CFAS. This includes all assets that any Probationary Affiliates or Affiliate possessed prior to becoming a CFAS Probationary Affiliate or Affiliate.

4. No CFAS Affiliate shall be established closer than 40 (forty)-air miles from the city limits of the meeting place of any other amateur astronomical organization.

SECTION B

1. All members of an Affiliate shall have the same privileges as any other CFAS member of the same membership level.

2. An Affiliate Board Member At Large (ABMAL) shall be chosen by a majority vote of Affiliate members at an Affiliate meeting preceding the October elections of CFAS and approved by a majority of the elected officers of CFAS. An Affiliate Board Member At Large may be removed from office by the reverse of this process.

SECTION C

Members of an Affiliate shall be subject to a reasonable surcharge, in addition to their dues, to defray budget expenses incurred by CFAS to operate Affiliates. This surcharge shall be determined by the CFAS Board of Directors and shall not exceed ten percent (10%) of yearly dues. Surcharges shall be included in the Standing Rules of CFAS.

SECTION D

In concurrence with CFAS Articles of Incorporation, CFAS' main offices and administrative functions must be based in the metropolitan area of Orlando, Florida. The membership or Chairperson of an affiliate shall have no power to alter the Articles of Incorporation of CFAS in this regard.

Revision history:

Originally adopted July 1977 - effective October 1977

Revised 1/ 5/80 Revised 2/9/83

Revised 7/11/84 Revised 1/13/88

Revised 5/ 5/90

Re-adopted and revised October 1991

Revised 4/ 8/92 Revised 10/14/92

Revised 02/13/2008