

CONSTITUTION AND BYLAWS

OF

ROSE CITY ASTRONOMERS

Last Revised July 1, 2013

(Adopted 8/2/1999, Revised 10/2/2000)

1. ARTICLE I

- 1.1. **NAME:** The name of this organization shall be ROSE CITY ASTRONOMERS (“RCA”). The RCA was formed in 1988 through the merger of the Portland Astronomical Society and the OMSI Astronomers.
- 1.2. **PURPOSE:** RCA is a non-profit, volunteer organization dedicated to promoting the enjoyment and education of astronomy and related subjects to members and the general public.
- 1.3. **REPRESENTATION:** No Member, person, or entity shall represent RCA in an official capacity or use the Rose City Astronomers name or logo without prior approval of the Board of Directors.

2. ARTICLE II

- 2.1. **MEMBERSHIP:** There shall be two classes of “Members” with associated rights and privileges.
 - 2.1.1. **Family Membership:** Shall include the following, all of whom shall have access to all programs and benefits provided by RCA.
 - 2.1.1.1. **Primary Family Member:** The family member submitting the membership application. A Primary Family Member is eligible to vote on RCA business as provided by these Bylaws.
 - 2.1.1.2. **Other(s):** Other immediate family members designated by the Primary Family Member and who live in the same residence as the Primary Family Member.
 - 2.1.2. **Student Membership:** An individual not included in a Family Membership, who is attending school, in the 5th grade or higher, and not yet graduated from high school. This type of Member shall have access to all programs and benefits provided by RCA, and be eligible to vote on RCA business as provided by these Bylaws.

2.2. MEMBERSHIP REVOCATION:

- 2.2.1. Upon a majority vote of the Board of Directors, a Member may have their membership revoked for any of the following reasons:
 - willful misuse of RCA property; or
 - willful disregard for his/her own safety or the safety of others while participating in RCA sponsored activities; or
 - personal conduct detrimental to the RCA.

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- 2.2.2. At least 15 days prior to taking such action, the President shall communicate to the impacted Member the reason(s) revocation is being considered and provide the Member an opportunity to provide personal or written testimony to the Board of Directors prior to the Board voting on revocation.

2.3. MEMBERSHIP DUES:

- 2.3.1. The membership year shall be July 1 through June 30, and annual dues shall be due and payable by all Members yearly on the date of the July general meeting.
- 2.3.2. The dollar amount for annual dues will be reviewed and established by the Board of Directors annually.

2.4. MEMBERSHIP MEETINGS

- 2.4.1. A “**regular meeting**” of the membership shall be held monthly for the purpose of keeping members informed of RCA programs, projects and activities.
- 2.4.2. An “**annual meeting**” of the membership shall be held in November for the purpose of electing officers and reporting on the activities and financial condition of the organization.
- 2.4.3. Meetings shall be held on a date and at a location determined by the Board of Directors. The location and agenda of any membership meeting shall be announced to the membership in advance. A membership meeting may be cancelled due to weather or other circumstances as determined by the RCA President, and upon advance notice to the membership.
- 2.4.4. **MERCHANDISE SALES AT MEETINGS:** RCA recognizes that attendance and participation of astronomy-related vendors in meetings and activities is a benefit to Members. Therefore, commercial businesses or individuals, including Members, who have astronomy-related items or services for sale are allowed to attend a membership meeting or RCA event to sell their products or services, subject to the following:
 - 2.4.4.1. Commercial businesses or individuals, including Members, must be approved by the RCA President or Vice President of Programming, who shall have the authority to determine if the presence of a particular vendor meets the intent of this Section.
 - 2.4.4.2. Any related activity is subject to space availability as determined by the President or Vice President of Programming.
 - 2.4.4.3. Any related activity must be conducted in a manner so as not to interfere with or distract from the normal proceedings of a General Membership Meeting or RCA event.

3. ARTICLE III

- 3.1. **CORPORATE ORGANIZATION:** This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

- 3.2. **RESTRICTING POLITICAL INFLUENCE:** No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempt to influence legislation, except as provided in section 501 (h) of the Internal Revenue Code of 1986, and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office, except as provided in section 501 (h) of the Internal Revenue Code of 1986.
- 3.3. **PROHIBITED TRANSACTIONS:** RCA shall not make any loans of money or property to, or guarantee the obligation of any member. RCA may, however, advance money to a member for expenses reasonably anticipated to be incurred in the performance of a sanctioned RCA duty, provided that in the absence of such advance, such member would be entitled to reimbursement for such expenses.
- 3.4. **COMPLIANCE TO IRS CODE:** Notwithstanding any other provision of this Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by an organization contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).
- 3.5. **PROPERTY OF CORPORATION:** The property of this corporation is irrevocably dedicated to section 501(c) (3) exempt purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person
- 3.6. **DISSOLUTION OF CORPORATION:** Upon the dissolution and winding up of the corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, association, or corporation organized and operated exclusively for the purpose specified in section 501 (c) (3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

4. ARTICLE IV

- 4.1. **BOARD OF DIRECTORS:** The RCA shall be governed by a Board of Directors, comprised of the following elected Officers, each of whom shall be a member in good standing throughout their tenure:
 1. President
 2. Secretary
 3. Treasurer
 4. Vice President of Membership
 5. Vice President of Observing
 6. Vice President of Outreach and Education
 7. Vice President of Programming
 8. Vice President of Communications

In addition, the Board of Directors may include up to eight (8) Members appointed by the Board of Directors to serve as a "Director" of a project, program or activity.

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- 4.2. **DUTIES OF OFFICERS:** The primary duties of Officers shall be as follows. Additional duties and responsibilities may be assigned to Officers from time-to-time by the President or the Board of Directors to meet the needs of the organization.
1. The **President** is responsible for managing the overall operations and activities of the organization, presiding over all meetings held per these Bylaws, and ensuring that the organization remains in compliance with these Bylaws and state and federal rules and regulations governing non-profit organizations.
 2. The **Secretary** is responsible for producing minutes of Board meetings and acting as the organization's record keeper, ensuring that all official records and documents of the organization are up-to-date and securely maintained.
 3. The **Treasurer** is responsible for managing the funds of the organization and preparing regular reports for the Board detailing income and expenses in relation to the adopted budget; and preparing and filing necessary government tax and organization reports.
 4. The **Vice President of Membership** is responsible for managing the registration process for new and renewing Members and maintaining a record, including contact information, of current Members.
 5. The **Vice President of Observing** is responsible for scheduling, planning and supervising star parties and related activities.
 6. The **Vice President of Outreach and Education** is responsible for organizing and coordinating programs and activities designed to further the education and involvement of Members and the general public in astronomy.
 7. The **Vice President of Programming** is responsible for planning and coordinating membership meetings and functions.
 8. The **Vice President of Communications** is responsible for coordinating the production of various information and resource materials for Members and the general public; and coordinating media relations and publicity.
- 4.3. **TENURE OF OFFICERS:** Officers shall serve a term of one calendar year (January 1 – December 31). There shall be no restriction on the number of terms a Member may consecutively, or in total, hold any office.
- 4.4. **TENURE OF DIRECTORS:** Directors shall be appointed for an unlimited term, and serve at the discretion of the Board of Directors.
- 4.5. **ELECTION OF OFFICERS:**
- 4.5.1. In September, the Secretary shall announce to the membership the opening of a registration period (minimum of one month) for Members interested in running for an office to declare their interest and intent, and the method for registering.
 - 4.5.2. At the end of the registration period, the Secretary shall announce to the membership the slate of candidates. If there are no candidates for any position, the registration period for that position shall be extended up until the date of the election.

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- 4.5.3. Officers shall be elected by a majority vote of the members present at the Annual Meeting, or by other means of polling the entire membership as determined and implemented by the Board of Directors during the month of November.
- 4.5.4. If there is no candidate for any position on the final ballot presented to the Members, the position will be filled by the Board of Directors per provisions of Section 4.6, Board Vacancy.
- 4.5.5. To be eligible for the office of President, a Member must have served on the Board of Directors at least one year.
- 4.5.6. To be eligible for the office of Treasurer, a person must have been an RCA Member for at least one year, and be bondable.
- 4.6. **BOARD VACANCY:**
 - 4.6.1. An Officer position may be declared vacant if an Officer resigns or has three consecutive unexcused board meetings absences.
 - 4.6.2. If the position of President is vacated prior to the end of an elected term, the Secretary shall assume the duties of the President until such time as a replacement is appointed by the Board of Directors, or elected by the membership.
 - 4.6.3. If any other Officer position is vacated prior to the end of an elected term, the President shall assume the duties of the vacant position until such time as a replacement is appointed by the Board of Directors, or elected by the membership.
- 4.7. **REMOVAL OF BOARD MEMBER:** Any Board member may be removed at any time and for any reason by the Board at any meeting of the Board by a three-fourths (75%) vote of those Board members present.
- 4.8. **BOARD OF DIRECTORS MEETINGS:**
 - 4.8.1. The Board of Directors shall meet at least once per quarter at the call of the President or a majority of the Board.
 - 4.8.2. The President or designee shall announce the date, time, and place of a Board of Directors Meeting to the general membership. In addition, the President or designee shall distribute a meeting agenda to all Board members and invited guests, in advance of the meeting.
 - 4.8.3. RCA Members are welcome to attend a Board of Directors Meeting. If a Member or non-member wishes to make a presentation or raise an issue to the Board, they are encouraged to contact the President to be included on the meeting agenda.
 - 4.8.4. **QUORUM REQUIREMENT:** In order for the Board of Directors to take any official actions at a meeting of the Board, a quorum of members must be present, determined in the following manner.
 - 4.8.4.1. FIFTY PERCENT (50%) of the current members of the Board plus one (rounded down for less than a whole number) shall constitute a quorum at any Board meeting.

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4.8.4.2. If two consecutive meetings fail to reach the above quorum, then for the following meeting a quorum shall be FIFTY PERCENT (50%) of the elected Officers.

4.8.5. **PRESIDING OFFICER:**

4.8.5.1. The President shall preside over a Board of Directors meeting in a manner that ensures an efficient and orderly meeting, and offers all Board members an adequate opportunity to discuss and consider matters requiring a vote by the Board.

4.8.5.2. In the absence of the President at a Board meeting, another Officer designated by the President, or if none is designated, determined among the Officers present, shall preside over the meeting.

4.8.6. **VOTING:**

4.8.6.1. All members of the Board of Directors shall have full voting rights. In the event a member of the Board holds more than one position on the Board, the member is allowed a single vote.

4.8.6.2. Members must be present at a meeting to vote, except as otherwise provided in these Bylaws.

5. **ARTICLE V**

5.1. **AMENDMENTS TO BYLAWS:**

5.1.1. The Board of Directors may correct or change non-substantive provisions of the Bylaws by a SEVENTY FIVE percent (75%) majority vote of Board members in office.

5.1.2. Any substantive changes to the Bylaws require a SEVENTY FIVE percent (75%) majority vote of Board members in office, following presentation of the proposed changes to the membership and a minimum period of thirty (30) days for Members to submit comments on the proposed changes to the Board of Directors.