

By-Laws of the Peoria Astronomical Society, Inc.

ARTICLE I NAME

This organization shall be known as the Peoria Astronomical Society, Incorporated. It shall be referred to herein as the Society.

ARTICLE II OBJECTIVES

1. To stimulate interest in Astronomy
2. To provide an educational program in astronomy
3. To provide facilities and sponsorship for an amateur astronomical observing program and related projects.

ARTICLE III MEMBERSHIP and DUES

Section 1. Member Classifications

- A.. Qualifications - Any person who subscribes to the objectives of the Society shall be eligible for membership. Application for membership shall be made through the Society's Membership Committee and shall be approved by the Board of Directors.
- B.. Active Member --
 1. Receives all Society mailings
 2. Is a member of the Astronomical League
 3. Is a member of the Peoria Academy of Science
 4. May attend all regular Society meetings and the Annual meeting where he has a voice and a vote.
 5. May attend meetings of the Board of Directors where he has a voice but no vote, unless he is a member of the Board.
 6. Is eligible to become a Keyholder at the Society's observatories.
- C.. Patron Member –
 1. Has all privileges of an Active member plus the special thanks of the Society.
- D.. Friend of the Society --
 1. Any individual, either a Society member or member of the community, who has made a significant contribution to the objectives of the Society, may be elected as a Friend of the Society by a unanimous vote of the Board of Directors. Friends of the Society are exempt from annual dues and receive all Society mailings.

Section 2. Honorary Member

1. Any person who has made an outstanding contribution to the objectives of the Society may be elected an Honorary Member upon the recommendation of the Board and the unanimous vote of the membership present and voting at the Annual Meeting. Honorary members shall be exempt from annual dues, but shall have all of the privileges of active membership.

Section 3. Dues

- A.. The amount of the Society's dues shall be recommended by the Board to the membership at the Annual Meeting. Approval shall require the consent of two-thirds of the members present and voting. Dues shall be due and payable on January 1 of each year. Incoming member's dues received during the last quarter of the calendar year shall be considered paid for the following calendar year

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Section 4. Delinquent Members

- A.. Non-payment of annual dues by March 1 shall constitute suspension of membership -- the treasurer having so advised the Board of Directors and the delinquent member in writing at least two weeks before that date.

Section 5. Expelling Members

- A.. Any member may be expelled for cause by a two-thirds majority of a quorum at a regular meeting, a fair opportunity first having been furnished the accused for a hearing in his defense before a meeting of the Board of Directors.

ARTICLE IV OFFICERS and DIRECTORS

Section 1. Officers

- A.. The Officers shall be President, Vice-President, Secretary and Treasurer, to be elected for a term of one year.

Section 2. Consecutive Terms in Office for Officers

- A.. The President and Vice-President shall serve no more than three consecutive terms in the same office.
- B.. The Secretary and Treasurer shall serve no more than five consecutive terms in the same office

Section 3. Directors

- A.. Three Directors shall be elected by the membership at the Annual Meeting to serve for a term of one year. Two Directors shall be appointed by the incoming President. One Director shall be the Director-at-Large. These Directors are:
 1. The Chairman of the Nominating Committee, who shall be elected by the membership.
 2. The Parliamentarian, who shall be elected by the membership.
 3. The Legal Agent, who shall perform liaison purposes between the Society and the State of Illinois and the United States. The Legal Agent shall be elected annually by the membership without restriction to the number of consecutive terms.
 4. The Director-at-Large shall be the immediate past-President, who shall serve until replaced by the next past-President or until elected to an office.
 5. The NorthMoor Observatory Director, who shall be appointed annually, by the incoming president, without restriction to the number of consecutive terms.
 6. The Jubilee Observatory Director, who shall be appointed annually, by the incoming president, without restriction to the number of consecutive terms.
- B.. Should there be no immediate past-President, not holding an office, the membership shall elect a Director-at-Large for a term of one year, using the same procedure as for election of other Directors and Officers required herein.

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Section 4. Election of Officers and Directors

- A.. The Officers and Directors shall be elected at the Annual Meeting from a slate of nominees presented by the Nominating Committee and nominations from the floor. Election, when two or more candidates are nominated for the same office, shall require a secret ballot to be tallied by the Parliamentarian. Any vacancy among the elected Officers or Directors shall be filled by a vote of the Board from nominees presented by the Nominating Committee. Any vacancy to an appointed office shall be filled by an appointment by the President with the approval of a majority of the Board. Such Officer or Director shall serve the remainder of the unexpired term.

ARTICLE V DUTIES of the OFFICERS

Section 1. President

- A.. The President shall administer the operation of the Society and shall prepare agenda and preside at all Society and Board meetings. He shall be an ex-officio member of all committees except the Nominating Committee.

Section 2. Vice-President

- A.. The Vice-President shall assist the President in the discharge of his duties and preside in the absence of the President.

Section 3. Secretary

- A.. The Secretary shall record all Society meetings, keep minutes of all Board meetings and shall conduct such correspondence as directed by the President or the Board.

Section 4. Treasurer

- A.. The Treasurer shall administer the financial accounts of the Society and make all disbursements subject to the approval of the Board. The President shall be empowered to make disbursements in the absence of the Treasurer subject to the same Board approval. The Treasurer's accounts shall be audited at the end of each year by a member selected by the Board. The Treasurer shall be responsible for maintaining a Membership List of all Society members in good-standing.

ARTICLE VI EXECUTIVE COMMITTEE and BOARD OF DIRECTORS

Section 1. Executive Committee

- A.. The Executive Committee shall consist of the elected Officers and the seven Directors. This Committee shall be empowered to act in an emergency when transaction of business by the full Board is not feasible. Any action so taken must be reported and reviewed at the next Board meeting.

Section 2. Board of Directors

- A.. The Board of Directors shall consist of the Executive Committee, Chairmen of the Standing Committees, the two elected members of the Nominating Committee and the Astronomical League Correspondent.

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Section 3. Executive Power

- A.. The Executive Power of the Society shall be vested in the Board of Directors which shall have charge of the affairs and funds of the Society. The Board shall have the power and authority to perform all acts and functions related to the transaction of Society business in accordance with these By-Laws.

ARTICLE VII COMMITTEES

Section 1. Standing Committees

- A.. The Standing Committees shall be:
1. Nominating Committee
 2. Membership Committee
 3. Public Relations Committee
 4. Starlite Committee
 5. Program Committee
 6. Other committees so designated by the President and approved by the Board.

Chairmen of these committees shall be appointed by the President and approved by the Board, except those elected by the membership. The term in office of the committee chairmen and committee members expires at the Annual Meeting.

B.. Nominating Committee

The Nominating Committee shall consist of an elected Chairman and two elected committee members. Members of this committee shall be elected for a term of one year; no member shall serve more than three consecutive terms. One member shall be a member of the immediate past Board of Directors.

Duties of the Nominating Committee --

The Nominating Committee shall prepare a slate of nominees for Officers and Directors, and two Nominating Committee members, such slate to be mailed to the membership two weeks in advance of the Annual Meeting. Should a vacancy occur among the members of the Executive or Nominating Committee, it shall be the duty of the Nominating Committee to present nominees to fill such vacancy to the Board of Directors for election.

C. Membership Committee

The Membership Committee shall be responsible for the membership rolls and shall be of assistance to the Treasurer in verifying that members are in good standing. This committee shall introduce new members to the Society, determine new members interests and capabilities and encourage their participation in the Society activities.

D. Public Relations Committee

The Public Relations Committee shall be responsible for the public relations and the publicity of the Society.

E. Starlite Committee

The Starlite Committee shall be responsible for the publication and distribution of the Society's newsletter, the Starlite.

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F. Program Committee

The Program Committee shall be responsible for the programs at the regular Society meetings and for the Annual Meeting.

Section 2. Special Committees

- A.. Special Committees shall consist of all committees other than the Executive Committee and the Standing Committees. Such Committees shall be appointed by the President with the approval of the Board. Special Committee Chairmen may appoint additional members to assist them at their discretion. Members of these Committees shall attend Board meetings, when requested to do so by the President, and shall have a voice but no vote in the transaction of Board business. Replacement or removal of the Committee Chairmen or members can similarly be made at the discretion of the President with the approval of the Board of Directors. Any Special Committees formed under these guidelines will cease to exist at the Society's Annual Meeting.

ARTICLE VIII ADMINISTRATIVE YEAR

Section 1.

- A.. The Administrative Year shall begin following the elections at the Annual Dinner Meeting in September and end at the same Annual Dinner Meeting the following year.

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ARTICLE IX MEETINGS

Section 1. Regular Society Meetings

- A.. Regular Society Meetings shall be held on a fixed day of the week. There shall be at least eight such meetings scheduled each year to transact necessary Society business and for lecture purposes.
- B.. The Annual Dinner Meeting of the Society shall be held in September. Officers and Directors shall be elected at this meeting.

Section 2. Board of Directors Meetings

- A.. Board of Directors Meetings shall be held on a regularly scheduled day of the week, with a minimum of six meetings a year to transact Society business and to prepare recommendations for presentations to the membership at Society meetings.
- B.. Special Board Meetings may be called by the President or at the request of six members of the Board.
- C.. Board Meetings shall be open to all Society members in good standing, who shall be entitled to a voice but no vote.

Section 3. Observational Meetings

- A.. Saturday evening Observational Meetings for the general public shall be held at NorthMoor Observatory on clear nights from May through October. A nominal admission charge fixed by the Board may be levied.

Section 4. Special Observational Meetings

- A.. Special Observational Meetings may be arranged by the NorthMoor Observatory Director or the Jubilee Observatory Director at their respective observatories for special groups. A nominal fee, determined by the Board, may be levied.

ARTICLE X QUORUM

Section 1. Quorum

- A. Society members present and having the right to vote plus verified proxy votes received shall be considered sufficient to transact business at scheduled and announced Society meetings held for elections, action on By-Laws and regular Society business.
- B. Seven members of the Board of Directors shall constitute a quorum for the transaction of business at a Board meeting.

ARTICLE XI FISCAL YEAR

Section 1.

- A.. The Fiscal Year of the Society shall commence on January 1 and end on December 31.

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ARTICLE XII RULES OF PROCEDURE

Section 1.

- A.. When not otherwise herein provided, Roberts Rules of Order, Revised, shall govern all procedure at the Board or Society meetings.

ARTICLE XIII MEMBERSHIP LISTS

Section 1.

- A.. The Membership List of the Society is the property of the Peoria Astronomical Society.
- B.. Any member who gives or sells a Membership List of the Society to any outside commercial agency shall have his or her membership in the Society revoked.
- C.. A Membership List of the Society may be given to an outside agency only after the approval of the Board of Directors. Any member, who wishes his or her name to not appear in a Membership List to be given to an outside agency, may have his or her name removed from such a list by notifying the Society's secretary in writing.

ARTICLE XIV AMENDMENTS

Section 1.

- A. Proposed amendments of these By-Laws shall be submitted to the Board of Directors for consideration and study. Approval by the majority of the members of the Board shall be required before presentation to the Society.
- B. Notice of the proposed amendment shall be given to each voting member of the Society at least one month prior to the date of presentation at the regular Society meeting or Annual Meeting. Said notice and amendment content may be provided via regular mail, e-mail, posting in the Starlite or the society's website.
- C. Adoption of an amendment shall require the approval of two-thirds of the Society members present and voting. Written proxy votes shall be counted provided they can be validated by the Membership Committee Chairman or the Treasurer before the vote is taken.

ARTICLE XV (Deleted due to duplication with Article XIV Section 1.C.)

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ARTICLE XVI OWNERSHIP

Section 1.

- A.. All documents relating to the ownership, possession and use of NorthMoor Observatory and Jubilee Observatory and the contents thereof shall be kept in a safety deposit vault accessible to the President and Treasurer of the Peoria Astronomical Society, Incorporated. Among these documents are:
1. An excerpt from the Bradley University Board of Trustees minutes of the regular monthly meeting of March 30, 1953, to the effect that a motion had been made and unanimously passed that the Bradley telescope purchased from the Illinois Watch Company be given to the Peoria Academy of Science with the provision that it shall be made available for use of Bradley University students and faculty members without charge.
 2. An excerpt from the minutes of the Board of Directors of the Peoria Academy of Science on their regular monthly meeting of April 16, 1953 regarding a motion unanimously passed accepting the gift of the telescope from Bradley University with the provision that the Astronomy Section would be doing all financing incidental to the repair of the telescope and mountings and the building of the NorthMoor Observatory.
 3. A resolution of the Board of Trustees of the Pleasure Driveway and Park District of Peoria, passed at the regular Board meeting on August 12, 1953, granting the Astronomy Section of the Peoria Academy of Science (now called the Peoria Astronomical Society, Inc.) the right to construct an astronomical observatory at a designated location of NorthMoor Golf Course with six provisions, among which are:
 - a) Full control of NorthMoor Observatory by the Astronomy Section of the Peoria Academy of Science (now called the Peoria Astronomical Society, Incorporated.)
 - b) Provision for public showing of NorthMoor Observatory at least one evening a week in the summer months.
 - c) Not create a nuisance or interfere with other activities of the Golf Course.
 - d) Right of the Park Board to move NorthMoor Observatory, if necessary, at their expense.
 - e) If the NorthMoor Observatory is abandoned by the Peoria Astronomical Society, the ownership of the 9-Inch refractor telescope, described in Section 1. of this Article will revert to Bradley University.
 4. A document signed by the President of the Peoria Astronomical Society, Inc., and the President of the Peoria Academy of Science confirming that the 9-inch refractor is and always has been the property of the Peoria Astronomical Society, Inc., (also known as the Astronomy Section of the Peoria Academy of Science.)
 5. A resolution adopted at a regular meeting of the Board of Trustees of Bradley University held on July 27, 1984, wherein Bradley University approves that title of the 9-inch refractor be conveyed to the Peoria Astronomical Society, Inc. from the Peoria Academy of Science.
 6. A copy of the Lease Agreement between the Peoria Astronomical Society, Inc., and the Illinois Department of Conservation regarding Decker-Grebner-Van Zandt (Jubilee) Observatory in Jubilee College State Park.

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ARTICLE XVII DISBURSEMENT OF PROPERTY

Section 1.

- A.. All telescopes, auxiliary optics, instruments, and library materials now in the possession of the Peoria Astronomical Society, Incorporated, will be owned outright by the Society.

Section 2.

- A.. In the event that the Peoria Astronomical Society, Incorporated, should be dissolved, the Board of Directors will designate a recipient or recipients, which shall be a College or University with an active, ongoing observational astronomical program or other bonafide astronomical entity with such a program, ie. Astronomical League, ALPO or AAVSO, to receive properties owned by the Peoria Astronomical Society, Incorporated as described in Section 1.

Section 3.

- A.. Disposition of property by cash sale should be limited by outstanding debts owed, if any, by the Society. Any cash asset should be treated as property as described in Section 2.

ARTICLE XVIII LIMITATION (Tax Exempt Status)

Section 1. Inurement of Income

- A.. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2. Legislative or Political Activities

- A.. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Operation Limitation

- A.. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal revenue Law.)

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Section 4. Dissolution Clause

- A.. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious or scientific purposes as shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Section 5. Purposes

- A.. Said corporation is organized exclusively for the scientific purposes within the meaning of Section 501(c)(3) of the code.