



- Bylaws -

Rittenhouse Astronomical Society

<http://www.rasphilly.org>

Established 1888

A 501(c)(3) Organization

Philadelphia, Pennsylvania

Effective June 2016

Writers Present:

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**Article I: Name and Purpose**

Section 1: The name of the organization shall be Rittenhouse Astronomical Society (RAS).

Section 2: Rittenhouse Astronomical Society is organized for the purpose of sharing interest in astronomy & related sciences, as we learn about the Universe.

Section 3: RAS is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4: RAS recognizes and appreciates the long standing support of the Franklin Institute Science Museum in providing the Society a location for meeting purposes and use of its facilities. The Board shall act diligently to maintain its mutual and beneficial relationship with the Franklin Institute.

**Article II: Membership**

Section 1: In order to become a member of RAS an individual must be sixteen (16) years of age or older. Any person age sixteen (16) and older is entitled to regular membership in the society upon payment in full of annual dues.

Section 2: A membership year is defined as a regular meeting schedule from September through June. The cost of annual dues is set yearly by The Board. Annual dues will be accepted and renewed at the first meeting of the year. Any members

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joining after the first meeting of the year are still subject to the full cost of membership.

Section 3: A member in good standing will consist of an individual who is currently up-to-date on membership dues. Benefits of a member in good standing consists of: one vote in election of officers and designated special elections of which the member is present, privilege to join committees, access to private members only communication forum and invitation to special club events throughout the year.

Section 4: Honorary Members. The Society may provide Honorary Membership to those who have made important contributions to the science of astronomy or to the welfare of RAS. Such members may be appointed upon the consent of The Board and may be permanent or limited term.

### **Article III: Governing Structure**

Section 1: The governing structure of the Rittenhouse Astronomical Society consists of Officers, Governors and Members-at-Large. Known collectively as The Board.

#### Section 2: Officers

- a. President: The President shall preside at all meetings, oversee the affairs of the the Society and have such duties and privileges as are customary to the office. He/She shall schedule or direct the scheduling of facilities for Society use as well as negotiate Society related agreements and contracts.
- b. Vice President: The Vice President shall assist The President, and in the absence of The President perform the duties of that Office. He/She shall oversee the election process. In case the Secretary is absent, it is The Vice Presidents duty to record the minutes of the board meeting.
- c. Secretary: The Secretary shall keep all Society documents and attend to correspondents as required. He/She shall record minutes of all meetings of The Board and be responsible for all monthly meeting notices. If The Vice President is absent at an election meeting the Secretary shall oversee the voting process.
- d. Treasurer: The Treasurer shall be the Chief Financial Officer of the Society; keeping accurate records of all transactions and reporting the financial status of the Society at board meetings. He/She shall be responsible for maintaining the operating budget of the Society and fulfilling its financial responsibilities. The Treasurer shall always hold the lead position for the membership committee.

Section 3: A Governor is a Member in good standing of which is appointed by the current acting Board. Attendance is required at all Board Meetings unless written notice is given to The President prior to the meeting. He/She must hold a minimum of one lead position of a committee, submit a minimum of two (2) newsletter articles per year and actively participate in Society functions.

- a. In the event that the number of Governors exceeds the number of committees each Governor must at a minimum be active in one (1) committee.

Section 4: A Member-at-large is a member in good standing of which is appointed by the Board and steps forward to assist with responsibilities vital to our Society. He/She must be an active Member-at-large for a minimum of one (1) year to be eligible for a Governor position.

Section 5: Each elected Officer shall serve for a term of two (2) years. There is no limit to the number of terms an Officer may serve in an elected office.

- a. In the event of a vacancy of the Office of the President due to resignation, removal or any other reason the Vice President shall immediately assume the responsibilities of that Office service. They will serve as the President for the balance of the term.
- b. In the event of vacancies in the Office of Vice President, Secretary or Treasurer for any reason, a qualified Governor of the Society will be appointed by The Board. The appointee will serve the remainder of the term.
- c. If any Officer is not performing essential functions as position dictates The Board will vote to dismiss the Officer prior to end of term.
- d. No Member may hold more than one (1) position in Office.

#### **Article IV: Voting**

Section 1: The election of Officers and any other special elections can be voted on by all Members of the Society in good standing. All Members regardless of position are entitled to one (1) vote.

Section 2: Nominations for officer's positions must be submitted in writing (email or hand written letter) to any member of The Board prior to the March Society meeting of an election year. The voting for officers will take place during the subsequent June Society meeting. All other items requiring a vote will take place at regularly scheduled meetings as decided by The Board.

Section 3: In the event of a tie, another vote will be taken for that Office. If the vote remains a tie after the second ballot, the Vice President shall determine the election decision by lottery.

Section 4: Absentee votes must be submitted in writing (email or hand written letter) to any Board Member prior the voting session.

#### **Article V: Meetings**

Section 1: Society Meetings shall be conducted on the second Wednesday of every month September through June. All Society Meetings are open to the public regardless of any paid dues. The date of any meeting can be changed by The Board if necessary or by The President in special circumstances. Any outstanding business requiring notice to or action from the Membership shall be the first item of business on the Meeting agenda.

Section 2: Board Meetings will be held the last Wednesday in March, the last Wednesday in July and the first Wednesday in December. In the event of a conflict with a scheduled Board Meeting, the date is subject to change.

Section 3: The President or any two (2) Members of The Board may call a special Board or Society Meeting to consider and act upon proposals.

Section 4: Meeting Locations will be held at our host facility, the Franklin Institute Science Museum.

#### **Article VI: Committees**

Section 1: The Board has the authority to appoint committees and committee leads to perform duties deemed necessary for the proper running of the Society. Committees shall provide The Board with a report of their activities at each Board Meeting. Any committee lead may request to be relieved of their duties by directing said request to The Board. Any committee individual may be relieved of their duties by directing said request to their committee lead.

Section 2: The Board will agree on designated committees and their leads prior to the first club meeting of the year. Committee leads will present and invite members in good standing to join a committee at the first club meeting in September.

Section 3: Committees can consist of any number of Members, one of which is a member of The Board.

Section 4: Permanent committees:

- a. Web & Social Media
- b. Newsletter
- c. Membership
- d. Historical
- e. RAS Medal
- f. Other committees as needed will be decided upon yearly by The Board at the July meeting.

#### **Article VII: RAS Medal Award**

The Society has established a silver medal to be awarded to an individual for achievement in astronomical science. The continued recognition of this award is important to the foundation of our Society. The President shall be responsible for safe keeping of current Rittenhouse Medals. The RAS Medal Committee is dedicated to the research of nominees and continued awareness of this prestigious award.

#### **Article VIII: Dissolution Clause**

The RAS may be dissolved only with authorization by The Board given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members (status determined by Membership Committee). Upon dissolution or other termination of the RAS, all remaining assets of the RAS, after payment in full of all its debts, obligations, and necessary final expenses, or after the

making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of the RAS) as shall be chosen by the then existing Board of Directors of the RAS.

**Article IX: Amendments**

Amendments to the Bylaws will be voted on by board members at scheduled Board Meetings.