

FRAC Bylaws

Article 1. Name and Objectives

Section 1. The name of the organization shall be the Flint River Astronomy Club, and it shall conduct its business under no other name. The commonly used term “FRAC” shall be regarded as official only when it appears on checks made out to the club.

Section 2. The objectives of the Flint River Astronomy Club are to share among its members in the common interest of astronomy, and to provide educational outreach to schools and other interested organizations and groups.

Article 2. Membership

Section 1. Membership in the Flint River Astronomy Club is open upon payment of appropriate dues to anyone without regard to age, race, sex, religion or nationality.

Section 2. Financial considerations permitting, the Flint River Astronomy Club shall maintain its present status as a paying affiliate member of the Astronomical League (hereafter referred to as the A. L.).

Article 3. Officers

Section 1. The elected officers of the Flint River Astronomy Club shall be: President; Vice President; Secretary/Treasurer (or Secretary and Treasurer separately); and either three or four members of the Board of Directors, whichever is necessary to bring the total number of Officers and Board of Directors to seven. Specific duties and responsibilities of each elected position appear in **Appendix 1, “Office Descriptions,”** and those tasks shall be considered as part of these Bylaws.

Section 2. With exceptions noted in **Art. 4, Sects. 2-3** and **Art. 5, Sects. 4-5**, the Officers and Board of Directors shall serve in an advisory capacity to the President, assisting him/her as needed in the club’s operation.

Section 3. The official mailing address, e-mail address and telephone number of the Flint River Astronomy Club shall be that of the President, or of a member of his/her choosing.

Article 4. Committees

Section 1. All non-elected positions in the club (e.g., committee chairmen) shall be appointed by the President, who, at his discretion, may add, delete or alter such positions as he deems necessary. The President shall retain veto power over decisions made by any committee or its chairman.

Section 2. Georgia Sky View, the club’s annual star party, shall be regarded as independent from the provisions of **Sect. 1** in two respects: (a) the Officers and Board of Directors shall decide whether the club should host Georgia Sky View in the following year; and (b) in the event that they decide to host the event, the Officers and Board of Directors shall select and approve a coordinator, and they shall function as an oversight committee to whatever extent they deem necessary regarding financial and other considerations.

Section 3. The Georgia Sky View coordinator shall, with the approval of the Officers and Board of Directors, make all necessary arrangements regarding the event, including (but not

limited to) location, duration and registration fees. The coordinator shall maintain complete, up-to-date and accurate financial records and other pertinent information regarding the event that would benefit his/her replacement if the need arises, whether in the present year or the future. Such records and information shall be made available to the Officers and Board of Directors upon request.

Section 4. The newsletter editor shall prepare monthly issues of *The Flint River Observer* to be distributed, whether by electronic or ground mail, prior to each monthly meeting.

Section 5. The webmaster shall maintain an attractive, up-to-date web site.

Section 6. The Alcor (A. L. correspondent) shall be the official liaison between that organization and the club, including: timely reporting to the A. L. of changes in club membership; ensuring that club dues are paid on time; dealing with members' problems related to the A. L.; and reporting to the club at meetings any significant activities, trends or changes within the A. L.

Article 5. Meetings

Section 1. Club meetings shall be held monthly or bi-monthly at the president's discretion, with dates, times, locations and sites to be communicated to the members in advance.

Section 2. Observing sessions shall be held at least once a month, weather permitting, with other activities to be scheduled and announced to the members as opportunities arise. In certain cases such as star parties, whether conducted by the Flint River Astronomy Club or other groups, observing dates may be cancelled for a given month or portion thereof.

Section 3. The Officers and Board of Directors shall meet as often as necessary to discuss club problems and concerns, and to propose or review present and/or future directions for club activities or pursuits.

Section 4. When financial or other important decisions requiring club approval must be made between meetings due to time constraints or other considerations, the Officers and Board of Directors shall make those decisions jointly on the club's behalf. The President shall vote only to break ties; all other participating individuals shall have one vote each.

Section 5. Although the Officers and Board of Directors serve primarily as advisors to the President (**Art. 3, Sect. 2**), all decisions made by him at (or growing out of issues or problems discussed at) Board meetings shall require a simple majority vote by them as described in **Sect. 4** for ratification. Failure to achieve a majority vote shall be regarded as a veto. Other Presidential decisions shall be approved by a simple majority vote among members present at a club meeting.

Article 6. Dues

Section 1. Annual dues shall be set at a fixed rate per member or per immediate family unit (as defined in **Art. 9, Sect. 1**), whichever is applicable. With exceptions listed in **Sects. 3-5** to follow, all membership renewals shall be due on February 1st of every year, and members shall have one calendar month from that date to submit their dues payment without penalty. After March 1st, nonpaying members shall be considered inactive and dropped from the active

membership roster until they renew their memberships. Such renewals shall not be prorated, and they shall include a late payment fee which shall be established in advance by club vote at a meeting.

New members' dues shall be prorated for their first year on a bi-monthly basis.

Section 2. Changes in annual dues may be effected by majority vote at a club meeting, provided that the members have been notified 30 days or more in advance of such action or intention. Any sudden or unexpected increase in A. L. dues rates shall supersede all other considerations regarding dues changes.

Section 3. Honorary memberships in the Flint River Astronomy Club may be granted to the club's meeting and observing site hosts at the President's discretion for as long as they shall grant the club free access to their sites.

Section 4. The President shall have the discretionary power to grant other honorary memberships to deserving individuals, those memberships to expire one year from issuance unless renewed by the President.

Section 5. Honorary members shall have the same rights and privileges as other club members except seeking or holding office.

Section 6. At no time shall the number of honorary memberships exceed 1/10 of the total number of individual and immediate family units.

Article 7. Officer Selection

Section 1. Prior to any general election of officers and board members, a nominating committee shall be appointed by the President to prepare a full slate of officer and board candidates to present for nomination at the club meeting at which general officer elections are held. The nominating committee shall decide whether the Secretary and Treasurer positions shall be separate or combined for that term of office. The committee shall, at some time prior to the nomination meeting, verify that its candidates are willing to serve if elected.

Section 2. Any dues-paying member of the club shall be eligible for nomination, whether by himself/herself, by a second party, or by the nominating committee, for any office at the election meeting.

Section 3. Officer and Board nominations and elections shall be conducted at the February meeting, the anniversary of the club's founding. Election to any office shall consist of achieving a simple majority vote among members present.

Section 4. Officers and Board members shall serve one-year terms of office (i.e., from one election to the next). They shall be eligible for immediate re-election or to hold any other elected office in any future general election, provided they retain current member status. There shall be no term limits for re-election to any office.

Section 5. In the event that an officer moves away or is otherwise unable or unwilling to fulfill the duties and responsibilities of his/her position, the next-highest ranking officer shall, if willing, fill that position for the remainder of the vacancy's unexpired term, with other officers who agree to do so advancing as follows: 1. President; 2. Vice President; 3. Secretary (or Secretary/Treasurer); 4. Treasurer (if applicable); and 5. Board members. If the Treasurer or Secretary/Treasurer advances, a Board member shall be elected to fill that position and a replacement Board member shall be elected as well, both of them to be elected at a club meeting to fill the unexpired terms of office until the next general election occurs.

Section 6. No officer shall be required to fill a higher unexpected vacancy unless he/she is willing and able to do so. If no officer in the hierarchy fills an unexpired vacancy in the

manner described in **Sect. 5**, the position shall be filled via election from among other qualified candidates at a club meeting, or else the position shall be considered dissolved until the next general election.

Article 8. Amendments

Section 1. Bylaws may be amended by a majority vote among those present at a club meeting, provided that members have been notified of the intended changes at least 30 days in advance of any such action or intention. Such notification may be accomplished by a formal reading of the proposed amendment(s) at a club meeting; by a separate mailing to all club members; and/or by presentation in written form in the club newsletter.

Section 2. Until such time as these Bylaws are further amended, any and all circumstances not specifically covered herein regarding club policy and operation shall be considered as falling under the domain of the President's duties, responsibilities and powers.

Article 9. Voting Procedures

Section 1. Memberships in the Flint River Astronomy Club may be either individual or by immediate family units (e.g. husband, wife, sons and/or daughters). Since in either case the annual dues are the same, fairness indicates that, in cases of officer elections, amendments to the Bylaws or other instances where members are asked to vote at club meetings, family units be limited to one vote per family. *Officers shall vote as individuals in all votes taken in club meetings and Board meetings, with the exception noted in Art. 5, Sect. 4.*

Section 2. Voting in officer elections shall be by written ballots among members present at the election meeting. All other votes shall be by show of hands.

Appendix 1: Office Descriptions

President

The duties and responsibilities of the President shall be:

*To function as the club's executive officer on a daily basis, conducting club business and handling concerns of the club and its members in a timely manner;

*To oversee and assist, wherever possible, the Officers, Board of Directors and various club committees;

*To preside over club meetings;

*To schedule Board meetings as necessary, and to preside over those meetings;

*To add or delete committees as the need arises, and to appoint committee chairmen for those committees, all of which shall function under the oversight of the President;

*To determine who shall receive honorary club memberships, up to but not exceeding the limits set by **Art. 6, Sect. 6** of the Bylaws;

*To participate in the selection of a Georgia Sky View coordinator and assist in overseeing that event to whatever extent the Officers and Board of Directors regard as appropriate and necessary;

*To secure, whenever necessary, a suitable site for conducting club meetings and/or observings;

*To ensure that the program and observing chairmen set monthly meeting and observing dates, and that the club newsletter is prepared and delivered every month before club meetings; and

*To provide a mailing address, e-mail address and phone number to serve as the club's official contact information, whether it be his/her own or that of another member of his choosing.

Vice President

The duties and responsibilities of the Vice President shall be:

- *To assist the President in executing the duties and responsibilities of that office;
- *To assume the duties and responsibilities of the President as necessary, including presiding over club meetings and/or Board meetings in the President's absence; and
- *To participate in the selection of a Georgia Sky View coordinator and assist in overseeing that event to whatever extent the Officers and Board of Directors regard as appropriate and necessary.

Secretary

The duties and responsibilities of the Secretary shall be:

- *To keep full and accurate minutes of club meetings and Board meetings;
- *To keep and maintain club organizational records (including a current membership roster with up-to-date contact information) and credentials;
- *To preside over club and Board meetings in the absence of the President and Vice President; and
- *To participate in the selection of a Georgia Sky View coordinator and assist in overseeing that event to whatever extent the Officers and Board of Directors regard as appropriate and necessary.

Treasurer

The duties and responsibilities of the Treasurer shall be:

- *To be custodian of all club monies, including:
 - a. creating and/or maintaining a club bank account;
 - b. keeping complete and accurate records of the club's financial transactions, and submitting an up-to-date status report at every club meeting; and
 - c. paying all club bills in a timely manner, including writing checks and/or making purchases on the club's behalf, upon approval by the President;
- *To serve as fourth in succession in the club's hierarchy of command after the President, Vice President and Secretary; and
- *To participate in the selection of a Georgia Sky View coordinator and to assist in overseeing that event to whatever extent the Officers and Board of Directors regard as appropriate and necessary.

Board of Directors

The duties and responsibilities of the members of the Board of Directors shall be:

- *To serve as advisors to the President, as outlined in **Art. 3, Sect. 2** of the Bylaws;
- *To attend Board meetings whenever possible, and to vote to ratify or veto Presidential decisions made at those meetings; and
- *To participate in the selection of a Georgia Sky View coordinator and serve with the Officers as an ad hoc oversight committee for that event.

(This 2nd amendment of FRAC's Bylaws, having been approved unanimously by the membership at the June 11, 2009 club meeting, is the official Bylaws of the Flint River Astronomy Club.)