

BY-LAWS  
OF THE  
COLORADO SPRINGS ASTRONOMICAL SOCIETY, INC.

Originally Adopted: Oct 1993  
New Adoption: April 12, 2012  
Updated: Jan 23, 2014

## **ARTICLE I: ORGANIZATION**

Springs Astronomical Society, Inc., referred to hereafter as Colorado Springs Astronomical Society (CSAS). CSAS, including its executive office, is located in Colorado Springs, El Paso County, Colorado, at a place fixed by the Executive Committee. CSAS is organized as a not-for-profit, educational and scientific corporation under Section 501 (c)(3) of the Internal Revenue Code.

## **ARTICLE II: OBJECTIVES**

CSAS seeks to promote and stimulate amateur astronomy by sharing knowledge and equipment through a program of observing events, seminars, meetings, workshops, guest speakers, publications and free public demonstrations; to advance the science of astronomy and related technical fields; to cooperate with similar organizations, observatories, astronomers and other interested in astronomy; and, to raise funds, on a not-for-profit basis, to support these objectives.

## **ARTICLE III: MEMBERSHIP**

### **Section 1: Eligibility**

Membership is open to all expressing interest in astronomy and supporting the objectives of CSAS.

### **Section 2: Categories**

Member – an individual, who pays annual dues, has paid a lifetime membership fee, or who has been granted membership status by Board action. A Member is eligible to serve as an officer and has full club benefits.

### **Section 3: Definitions**

Active Member – a Member present at a meeting, or at one or more of the previous three meetings, in person or by proxy.

### **Section 4: Dues**

Annual dues shall be established by the Executive Committee to defray the costs of operating CSAS and covers Astronomy League (AL) membership. If the amounts of membership dues for the next calendar year are proposed to be changed, the proposed amount shall be submitted to the membership and approved no later than the Annual Meeting each calendar year. [The lifetime dues rate is set to be equal to 10 times the annual dues rate.](#) All membership categories are subject to annual renewal with the exception of the Lifetime category. Any new or renewing Member can request a waiver of the dues by petition to the Executive Committee. No individual shall be denied membership because of financial hardship. The Executive Committee shall establish confidential procedures to mitigate or waive dues for cases involving financial hardship. Dues are to be paid based [on the anniversary month the member joined CSAS.](#) Dues for new Members are payable within [thirty \(30\)](#) days of application or anniversary date for renewals, in order to remain in good standing

### **Section 5: Termination**

Any Member in arrears greater than sixty (60) days from date of membership application shall be removed from the membership list. A Member may also be terminated by majority vote at a general membership meeting after a complaint about behavior is lodged by another Member.

Dues will not be refunded to a terminated Member unless authorized by majority vote at a general membership meeting.

## **ARTICLE IV: OFFICERS**

### **Section 1: General**

CSAS shall be managed by an Executive Committee consisting of five (5) elected officers (President, Vice-President, Secretary, Treasurer, and Member-At-Large). This committee shall serve as a Board of Directors for purposes of incorporation. Officers shall be Members, serve without compensation, and each shall have one (1) vote on issues before the Committee. Each elected officer shall maintain a continuity binder covering the responsibilities, roles and duties for that position with the intention that binder shall be passed on to the next elected person for that position. **In addition to the elected officers, the Executive Committee will appoint two (2) Trustees who have had prior elected Executive Committee experience. The Trustees are appointed to serve for a two-year period with one Trustee being elected at the beginning of each fiscal year. The Trustees are non-voting members of the committee.** CSAS may also have other appointed officers (non-voting members of the Committee) with titles and duties as the Committee may determine. The same person may hold any number of appointed offices.

### **Section 2: Powers and Duties**

A. President. Subject to direction of the Executive Committee, the President shall supervise and control the business and affairs of CSAS. The President shall preside at general membership meetings and Executive Committee meetings and shall appoint and dissolve committees. The President shall have such other powers and duties as may be prescribed from time to time by the Executive Committee or these By-Laws.

B. Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. The Vice-President shall be Director of the Planning committee. The Vice-President shall be responsible for planning the programs for general membership meetings.

C. Secretary. The Secretary shall keep, or cause to be kept, minutes of all meetings of the Executive Committee and general membership. Minutes shall state the time and place of each meeting, the names of those at Executive Committee meetings and the number attending general membership meetings, and an account of the proceedings including all votes and other significant actions. This documentation shall be kept at least seven (7) consecutive years. The Secretary shall keep the original copy of these By-Laws as amended, the original Articles of Incorporation issued by Colorado, and shall prepare, submit and retain copies of all corporate reports as required by state law. The Secretary shall keep the rosters of all committees and their respective memberships. The Secretary shall keep a master roster of all CSAS membership and status. The Secretary shall determine whether a "quorum" of the membership is present at a meeting. The Secretary shall maintain an annual records archive (meeting minutes, financial records, etc) available to all Members.

D. Treasurer. As chief financial officer the Treasurer shall maintain, or cause to be maintained, accurate books and records of accounts of the organization. The Treasurer shall deposit money and other valuables in the name and to the credit of the organization with depositories designated by the Executive Committee and shall disburse funds to pay just demands against the organization as authorized by the Executive Committee. The Treasurer shall submit a current net worth and income statement certified by the Audit Committee (**Trustees**), at the Annual Meeting

and shall maintain all tax records and certificates as required by state and federal law. This documentation shall be kept at least seven (7) consecutive years.

E. Member-At-Large. The Member-At-Large shall be the fifth voting member of the Executive Committee.

F. Trustees. As advisors to the Executive Committee the Trustees shall support meetings by advising on issues involving financial matters. The Trustees shall be responsible for organizing and conducting the annual audit of the Treasurer's accounts at the close of the fiscal year and report its findings no later than 30 days after the end of the previous Fiscal Year. The audit report shall be approved by the membership at the next available meeting. They shall solicit nominations for officer elections prior to the annual meeting and conducting officer elections at the annual meeting in September.

### **Section 3: Elections**

A. Nominations. Nominations for elected officers shall be made at the regular membership, meeting prior to the Annual Meeting. Only Members or Trustees may nominate candidates. All Members are eligible for nomination to any office or offices.

B. Elections. Elected officers shall be selected by secret ballot of Members present and those voting by proxy at the Annual Meeting and shall hold office from the beginning of the fiscal year until the end of the fiscal year. No candidate shall be elected to more than one (1) elected officer position. The election shall be administered and vote totals certified by the Trustees. Members nominated for elected office shall not serve on the Election Committee.

### **Section 4: Resignations and Removal**

Any Executive Committee member may resign upon giving written notice to the Secretary unless the notice specifies a later time to take effect. If a resignation is to take effect at a later time, a successor shall be elected to take office when the resignation becomes effective. Members of the Executive Committee may be removed without cause if such action is approved by a simple majority at a special membership meeting.

### **Section 5: Filling Vacancies**

A vacancy of an elected officer position by reason of resignation, grave illness, or death may be filled temporarily by the President pending a special election with the approval of the remaining members of the Executive Committee. A vacancy occurring by reason of removal from office may be filled only by special election of the membership.

## **ARTICLE V: COMMITTEES**

The President shall appoint members of standing and special committees and shall designate ~~(with one exception)~~ a Director for each.

## **ARTICLE VI: MEETINGS**

### **Section 1: Meeting types**

#### **A. Annual Meeting:**

CSAS shall hold its regular Annual Meeting on the evening of the fourth Tuesday in September at a time and place designated by the Executive Committee. The purpose shall be to hear and consider reports of the Treasurer and Audit Committee and other committee Directors, to elect officers for the next year, and to conduct regular meeting business, as needed.

**B. Regular Meetings:**

Other regular meetings of the membership shall be held at least quarterly at times and places designated by the Executive Committee. The purpose of these meetings shall be to conduct business of the club (old and new), receive information from the President and Executive Committee, and to engage in program activities.

**C. Special Meetings:**

The President or any three (3) other members of the Executive Committee may call a special meeting. Special business may include, but is not limited to: amendment of the By-Laws; election of an officer or officers; informing the membership of timely developments affecting CSAS; and considering program actions and activities. A special meeting shall also be convened within two (2) weeks after the President receives a petition for special meeting signed by at least 10% of the Members. Members shall be notified of special meetings, including statement of purpose, by either mail or telephone at least five (5) days in advance.

**D. Executive Committee Meetings:**

The Executive Committee may be convened at the President’s discretion and shall be convened if requested by three Executive Committee members. At least three members of the Executive Committee must be in attendance to conduct official business. Meetings shall normally be open to all CSAS Members as observers. At the discretion of the President, or of a majority of the Committee, the Committee may go into closed session. If the Executive Committee chooses to enter a closed session, the reason shall be detailed in the minutes (for instance, "to discuss a membership infraction" or "to discuss a land purchase offer"). No votes will be taken in closed sessions. The closed session is for the purpose of discussing sensitive matters, which shall not be present in the minutes.

**Section 2: Voting**

Decisions by vote at all CSAS meetings shall be by simple majority of votes cast. Each Member shall be entitled to one (1) vote. In the case of illness or other unavoidable absence, a Member may delegate a proxy (the proxy must be a Member of CSAS) in writing (letter or email) prior to the meeting. Proxy designation should be submitted to an Executive Committee member. Names of all Members submitting proxies shall be recorded in the minutes of the meeting.

**Section 3: Quorum**

A quorum shall be composed of greater than 50% of the Active Membership. If a quorum is not achieved, no formal business may be conducted at a meeting.

**ARTICLE VII: RECORDS, REPORTS, AND INSPECTION THEREOF**

Financial records, minutes of meetings, and corporate legal records (Articles of Incorporation, By-laws, etc.) shall be open to inspection by any Member and shall be maintained for up to a period of seven (7) years.

**ARTICLE VIII: REAL PROPERTY**

The Gardner, CO CSAS real property designated as “Starry Meadows”. The property is located at 37°50'38.57"N, 105°11'27.52"W, is 35.5 acres, approximately 6.2 miles north of Gardner, CO. Legal description: TOWNSHIP 25 SOUTH, RANGE 70 WEST OF THE 6TH P.M. SECTION 26: NE1/4SW1/4, EXCEPT THAT PART LYING EAST OF PRIVATE ROAD AS

CORRECTED ON MAP 17-S-602 ON EAST BOUNDARY AND CORRECTION OF LEGAL DESCRIPTION AS SHOWN ON Exhibit A, ACCORDING TO THE RECORDS OF THE CLERK AND RECORDER FOR HUERFANO COUNTY, COLORADO

**ARTICLE IX: CONTRACTS**

Except as provided herein, the Executive Committee may authorize any officer or officers, agent or agents of CSAS to enter into any contract or execute any instrument in the name of, or on behalf of, the organization. This authority may be general or confined to specific purposes. Unless authorized by the Executive Committee, no officer or agent shall have any power or authority to bind CSAS by any contract, or to pledge its credit, or to render liable for any purpose or to any amount in excess of \$100 (One Hundred US dollars).

**ARTICLE X - RULES OF ORDER**

Robert's Rules of Order shall be followed at the annual meeting of Members and at all meetings of the Executive Committee, unless other wise stated in these By-laws.

**ARTICLE XI - AMENDMENTS TO BY-LAWS**

These may be altered, amended or repealed and new may be adopted by a vote of the Members present at any regular meeting or at any special meeting, if at least thirty (30) days written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting. Notice of proposed changes shall be announced to the membership by posting to the official club website prior to any membership meeting where they are brought to a vote. Any alterations amendments or changes and any adopted at an annual meeting of the membership shall not be altered, amended, repealed or changed in any manner by the board of directors for a period of one year after such action is taken by the membership. Unless otherwise provided for, amendments shall take effect immediately upon adoption.

**ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution as a corporate entity, CSAS's assets will be distributed to another educational and/or scientific organization qualified under Section 501(c)(3) of the Internal Revenue Code. To dissolve CSAS, three-fourth's (3/4) of Members (present or voting proxies) are needed for a quorum, and a three-fourths (3/4) majority of the votes cast shall be required.

**RATIFIED AMENDMENTS**

New Adoption of – all old ratifications are superseded  
These adopted by the Executive Committee or the Colorado Springs Astronomical Society at the annual meeting thereof held in Colorado Springs, Colorado, 27 September 2011.