

# CONSTITUTION

## ARTICLE I: NAME

The name of this Society shall be "Skyscrapers, Inc. (Amateur Astronomical Society of Rhode Island)."

## ARTICLE II: OBJECT

The object of this Society shall be to educate the general public and membership on matters pertaining to astronomy. It shall be an educational, nonprofit organization.

## ARTICLE III: LEGAL STATUS

This Society is incorporated as a non-business corporation under the laws of the State of Rhode Island.

## ARTICLE IV: MEMBERSHIP

§1 Membership in this Society shall be of five classes: Junior, Senior, Contributing, Senior Citizen and Honorary.

§2 An applicant for junior, senior, contributing or senior citizen membership shall submit the standard form of application together with dues as specified in Article I, Section 2, of the By-Laws, shall be proposed by an existing member, and shall become a member upon receiving a favorable majority vote at a regular meeting of the Society.

§3 Junior members shall be between 13 and 17 years of age both inclusive, and upon reaching 18 years of age shall automatically become senior members without payment of additional dues for the dues year in which this occurs. Junior members shall be entitled to all the privileges of senior members except those of voting and holding office.

§4 Senior members and senior citizen members shall have the privilege of voting and holding office. Senior members must be 18 years of age or older; senior citizen members must be 65 years of age or older.

§5 Contributing members shall be senior members who pay the additional dues prescribed by the By-Laws. They shall be entitled to all the privileges of senior members.

§6 Honorary membership may be conferred upon any person for unusual and outstanding accomplishment in science. It may be conferred upon a non-member for outstanding contribution to the Society. Honorary membership is conferred by unanimous vote of those present at any Annual Meeting, the name having been proposed at a previous regular meeting of the Society. An honorary member shall have all the privileges of a

senior member except those of voting and holding office. This membership shall be for life and no dues shall be required.

## ARTICLE V: OFFICERS

§1 The officers shall consist of a President, First Vice-President, Second Vice-President, Secretary and Treasurer. Their duties shall be such as are implied by their respective titles, and as prescribed by the By-Laws.

§2 The officers shall be elected by ballot at the Annual Meeting for a term of one year or until their successors are elected and take office. A majority vote shall be required to elect.

§3 No member shall hold the same office for more than two consecutive terms.

§4 Vacancies occurring in office may be filled by appointment of the President until successors are elected and take office.

## ARTICLE VI: MEETINGS

§1 The Annual Meeting shall be held in April of each year at the call of the President. The membership shall be notified 10 days in advance thereof.

§2 Regular meetings shall be held monthly at the call of the President

§3 Special meetings may be called by the President or on a petition directed to the Executive committee and signed by any 10 members. The call shall state the pending business and no other business shall be transacted. The call shall be mailed to the membership at least 5 days in advance of the special meeting.

## ARTICLE VII: EXECUTIVE COMMITTEE

There shall be an Executive Committee, whose membership and powers shall be as prescribed by the By-Laws.

## ARTICLE VIII: BOARD OF TRUSTEES

There shall be a Board of Trustees, whose membership and powers shall be as prescribed by the By-Laws.

## ARTICLE IX: AMENDMENTS

The Constitution and By-Laws may be amended at any regular meeting by two-thirds (2/3) vote of all senior and contributing members present, provided said amendment has been presented in writing and read at the previous regular meeting, a notice incorporating said amendment has been mailed to the membership

## ARTICLE X: BUDGETS AND EXPENDITURES

§1 The President and Executive Committee shall present a proposed yearly operating budget for membership approval at the annual meeting.

§2 The Executive Committee shall have the authority to approve non-recurring expenditures only if these expenditures have been given prior approval by the society, either by approval of the yearly operating budget, or by passage of a motion at any monthly meeting.

§3 The Executive Committee shall have the authority to approve any expenditure deemed necessary to protect the assets of the Society during emergency situations. When an emergency situation occurs, the Executive Committee is required to inform the Society of the nature of the emergency, the steps taken to protect the property of the Society, and the amount of money that was spent, at the next monthly meeting.

## ARTICLE XI: CODE OF CONDUCT

Any individual that violates Local, State, or Federal Law, or conducts themselves in any behavior that compromises the reputation of the Society, will be referred to a disciplinary board consisting of the Executive Committee and the Board of Trustees.

# BYLAWS

## ARTICLE I: FISCAL YEAR & DUES

§1 The fiscal year shall be from April 1 through the following March 31. The dues year shall be the same as fiscal year.

§2 Dues are payable in April for the dues year then beginning. The annual dues shall be: \$10.00 for Junior Members; \$40.00 for Members; \$50.00 for Family Members; and \$10.00 for Senior Citizen Members. Persons applying for membership during the months of April through December pay the above stated annual dues for the current fiscal year (April - March). Persons applying for membership during the months of January through March pay the above stated annual dues, but their membership extends through the next fiscal year. Persons making donations over and above the foregoing amounts shall be called Contributing Members. Four distinguished categories of Contributing Members shall be designated: Sponsors (\$60); Supporters (\$100); Patrons (\$250); and Benefactors (\$500).

§3 The Secretary may, with the approval of the Executive Committee, drop from membership any member who is three months or more in arrears.

## **ARTICLE II: OFFICERS**

§1 The regular term of all Officers, Members-at-Large and Junior Trustee shall commence at the adjournment of the May meeting.

§2 The President may at any time appoint such additional officers, chairmen and committees as may be required. The terms of all of these (except, as appropriate, special committees) shall expire with the term of the appointing President. The President shall be, ex officio, a member of all committees.

§3 In the absence of the President the First Vice-President shall assume his duties. In the absence of both, second Vice-President shall assume the duties of the President.

§4 The President shall:

- 1 Preside over all regular monthly meetings and Executive Committee meetings.
- 2 Establish an operating budget, with the assistance of the Executive Committee, for approval by the members of the Society, per Article X of the Constitution.
- 3 Oversee the business and legal responsibilities of the Society.
- 4 Be the official spokesperson for the Society.

§5 The 1st Vice President shall:

- 1 Provide programs for monthly meetings.
- 2 Assist the President in communicating to the general public the activities of the Society.

§6 The 2nd Vice President shall:

- 1 Act as the Chairperson of the AstroAssembly Committee.
- 2 Submit a proposed operating budget for AstroAssembly to the Executive Committee prior to the Annual Meeting.
- 3 Have the authority to direct the Treasurer to pay any expenses associated with the operation of AstroAssembly, providing said expenses have been given prior approval by the Society, per the approved operating budget, as defined by Article X of the Constitution, or by motions approved by the members of the Society at any regular monthly meeting.
- 4 Submit a report of all expenses and income from AstroAssembly at the December monthly meeting.

§7 The Secretary shall:

- 1 Take the minutes of all meetings, regular, special, Annual and Executive.
- 2 Maintain an accurate, classified list of the membership of the Society.

3 Notify applicants for membership of their election or rejection, unless they were present at the meeting where this occurred.

4 If required by the President, notify all additional officers, chairmen and committees of their appointment.

5 Send all required notices to the membership.

6 In general, conduct the correspondence of the Society.

7 Have custody of the records of the Society.

§8 The Treasurer shall:

- 1: Pay on his/her authority any routine bills for periodic, recurring expenses as defined by the operational budget, per Article X of the Constitution.
- 2: Pay any other non-recurring bills that have been approved.
- 3: Keep an itemized account of all receipts and disbursements and submit a written report to be published in the Skyscraper newsletter, and presented at each regular monthly meeting.
- 4: Submit an annual report of all receipts and disbursements for the past fiscal year at the Annual Meeting. Auditors appointed by the President shall audit this report, and the report of the auditors shall be submitted at the next regular monthly meeting.

## **ARTICLE III: EXECUTIVE COMMITTEE**

§1 The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Secretary, Treasurer and two Members-at-Large.

§2 The Members-at-Large shall be elected at the Annual Meeting, and their terms shall be the same as those of the officers.

§3 The powers of the Executive Committee shall be:  
1 To advise the President and assist in carrying out the duties of the office. 2 To take any action that might be taken by the Society, unless such action is reserved to the Society at Large in the Constitution or By-Laws.

§4 The Executive Committee shall meet at the call of the President or on application of any two members. The President shall be, ex officio, chairman.

§5 Any Officer, Committee Member and/or appointed Board Member upon the termination of their duties or vacancy of position shall immediately turn over all Society records, property, files, documents, policies, etc. to the presiding President for transmittal to the appropriate party.

## **ARTICLE IV: BOARD OF TRUSTEES**

§1 The Board of Trustees shall consist of three Trustees, the term of each to be three years. No Trustee shall serve two consecutive terms. One Trustee shall be elected each year at the Annual Meeting. The Trustee with the longest continuous service shall be the Senior Trustee and serve as the Chairperson of the Observatory Committee. Vacancies occurring in office shall be filled by special election to be called by the President with at least 10 days notice to the membership.

§2 The Board of Trustees shall have custody of the grounds, structures and equipment belonging to the Society. They may at any time establish or amend rules for use of said grounds, structures and equipment, and establish policies for members comprising the Observatory Committee. They may at any time grant or withdraw permission to individuals to use the grounds, structures and all equipment belonging to the Society.

§3 The Board of Trustees shall be responsible to the Society. Decisions of the Board of Trustees may also be overruled by five members of the Executive Committee, all voting In the affirmative.

The Board of Trustees shall conduct an annual inventory of equipment and property belonging to the Society, and submit said inventory list to the Executive Committee prior to the Annual Meeting.

## **ARTICLE V: QUORUM**

Twelve (12) senior and contributing members shall constitute a quorum for the transaction of business at any meeting as defined in Article VI of The Constitution. At no time shall the lack of a quorum prevent those present from proceeding with the program of the day or evening.

## **ARTICLE VI RULES OF ORDER**

The rules contained In 'Robert's Rules Of Order, Revised' shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Constitution and By-Laws.

## **ARTICLE VII: DISSOLUTION**

Upon 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 in such a manner as to comply with, or to such organization or organizations organized and operated exclusively under, Section 501(C)(3) of the Internal Revenue Code of 1954.