

**Central Arkansas Astronomical Society
Minutes from the November 2012 Board Meeting**

Minimum One Year Membership Prior to Eligibility to Serve as an Officer

Bill Engberg moved and Danny Flippo seconded a motion that members be required to be a member for a minimum of one year before being eligible for election as an officer. The motion passed.

By-Law Changes

Bruce McMath read a summary of the proposed changes to the by-laws. The changes were for a number of purposes. These included the use of new technology including email lists, and conference calls. It included the addition of positions appointed by the president.

A board member pointed out that the board made changes to the by-laws at the October board meeting. The board member objected to the incremental changes to by-laws that are being made. He said that he wants us to wait and make all the changes at one time.

Bill moved and Bruce seconded a motion that the proposed changes to the by-laws be accepted with the following change for the Observatory Chair:

"In this regard the Chair shall have the discretion to over run a project or maintenance budget by 10%, or with approval of the Treasurer and/or President, 20%, without Board action."

The changes to the by-laws passed. The new by-laws are appended to the end of these minutes.

Loan From Berrington Trust For New Clubhouse

Bill moved and Jim Dixon seconded a motion that the club finance the new clubhouse by accepting a loan from the Berrington Trust. The motion passed.

The joint resolution between CAAS and the Berrington Trust which authorizes this loan says the following:

“The Society having recently purchased a portable building to serve as a new clubhouse for the sum of \$9,000 and needing to finance \$6,000 of that purchase price and the Berrington Trust, being in need of investment opportunities and trustees of said trust having meet and approved of providing the funding needed by the society, the board, at a meeting held on this date, does hereby authorize and direct the Treasurer to execute on behalf of the Society a promissory note in favor of the Berrington Trust in the amount of \$6,000 and bearing interest at the rate of 3.5% to be repaid in a maximum of fifteen years

in equal installments of at least \$42.89 per month, in exchange for said funds, and to execute a mortgage upon the Society's observatory property as security for said loan.

The trust, for its part, hereby authorizes and directs the Treasurer, who acts as custodian for the trust funds, to transfer the \$6,000 from the trust to the Societies checking account.
“

Other Business

Bill announced that the Nominating Committee has made the following nominations for 2013 officers:

Darrell Heath, President, Coy Scott Vice President, Christina Lynn, Secretary

Jim Dixon reported on the price quotes he has obtained for CAAS car window “cling on” (not Klingon) decals. The sticker size favored is 3.5 x 4.25 inches.

www.lowcostprintshop.com would produce 100 stickers for \$78 with UPS Ground shipping for an additional \$10.18. 250 decals would cost \$123 and \$11.13 shipping. 500 decals would cost \$199 and \$11.54 shipping. A design is being created for the decals.

Andrew Hradesky presented a weather radio to the club. The radio will remain at the observatory to warn of hazardous weather.

Andrew and Melanie Hradesky reported the progress on production of a CAAS 2013 calendar with astronomy photos made by CAAS members. They said that some members sent them photos that are too low resolution for use in the calendar. They said they would request that higher resolution pictures be sent to them.

Board Meeting Attendance List

- Christopher Block
- Steve Block
- Jack Dixon
- Jim Dixon
- Sam Dixon
- William Engberg
- Danny Flippo
- Carl Feyaldenhoven
- Andrew Hradesky
- Melanie Hradesky
- Chris Lasley
- Bruce McMath
- John Reed
- Coy Scott
- Robert Togni
- Daniel Weatherly

Respectfully Submitted,

Coy Scott
CAAS Secretary

CENTRAL ARKANSAS ASTRONOMICAL SOCIETY BY-LAWS

ARTICLE I – Membership – Classes and Privileges.

Active Memberships:

There are four Active membership classes. With the exception of Junior Members, all Active membership classes have voting rights and all privileges attending these classes, except for voting rights, extend to immediate family members. These rights include observatory privileges and use of Society's instruments and facilities, subject to any qualification requirements and scheduling restrictions that may be imposed. Active members are listed as Society members with the Astronomical League, entitled to participate in the League as members and receive the Reflector. In addition to having a significant interest in amateur astronomy, the requirements for the classes of Active membership are as follows:

Regular - A regular member must be at least 16 years of age, pay dues of \$20 in their first year and \$50 annually thereafter.

Contributing - Contributing members make annual cash contribution of at least \$50 in addition to paying their regular dues.

Student - Student members have the same privileges and qualifications as regular members, but pay dues of \$20 annually. To be a student member a person must be less than 30 years of age and enrolled or about to be enrolled as a full time student in a public or accredited academic institution.

Junior - Junior membership may be extended to young adults between the ages of 7 to 16 years. Junior members pay student dues, may not access the observatory property without adult supervision and do not vote. Where an adult family member is a regular member, a junior member may be listed separately as a member for an added charge of \$10. (The purpose of this classification is to allow a youngster who is particularly involved in amateur astronomy to pursue his avocation as an individual member in his own name, pursue AL awards and received his own copy of the Reflector.)

Special memberships:

Corresponding and Out of State – Corresponding members pay the same dues as regular members but may not vote.

Honorary – An honorary membership may be given to a person the Board deems worthy, usually in recognition of achievement or service to the Society or astronomy in general. Honorary members pay no dues, are otherwise entitled to all benefits of membership but do not vote.

ARTICLE II – Membership Meetings:

Regular meetings – A regular monthly meeting of the membership shall be held on the second Saturday of each month. Business requiring membership participation shall be conducted during the regular monthly Society meeting unless a special membership business meeting is called.

Special Meetings – A special meeting of the membership maybe called by the President, the Secretary, or by petition of not less than 25% of the active, regular membership entitled to vote. Special meetings are to be called for specific purposes and not to conduct general business. Notice must be given by way of an email list serve available to the general membership not more than 14 days or less than 3 days prior to such meeting, and shall state the purpose of the meeting.

Annual Meeting – An annual meeting of the membership shall be held before, after, or in place of the regular December meeting each year, at such time and place designated in the notice for such meeting, for the purposes of receiving reports on the operation of the corporation, election for officers, and transacting related business.

Article III – Officers – Duties and Terms:

Positions/terms - The officers of the corporation shall consist of a President, who shall also serve as Chairman of the Board, a Vice President, a Secretary, and a Treasurer. They shall be elected to one-year terms. The same person may not hold two of these offices at the same time, except the Secretary and Treasurer.

Duties – Subject to such additional duties as the Board prescribe the duties of the officers include the following:

President - The President, subject to the superior authority of the Board of Directors, shall have general charge of the business affairs of the corporation. The President shall also preside at meetings of the Board. No person shall serve as President for more than one complete consecutive term.

Vice President – The Vice President shall assist the President in executing the duties of that office and serve as President at any functions which the President cannot personally attend and shall fulfill the President’s term in the event the President is unable to complete a term for whatever reason.

Secretary – The Secretary shall record all the proceedings of the Board of Directors and member business meetings and cause both to be timely published on the Society’s website, cause all notice to be duly given in accordance with these Bylaws, be the custodian of all records, other than financial, and certify to third parties the genuineness of any and all documents as necessary to the execution of the business

of the corporation, preside over and certify all elections of the corporation, and make all corporate filings required by law.

Treasurer – The Treasurer shall have charge and supervision of all records pertaining to the finances of the corporation, cause all moneys and other valuable effects of the corporation to be deposited in accounts as directed and authorized by the Board, to pay the Society’s just debts, provide accurate statements of the Society’s finances at least quarterly or whenever requested by another officer or the board, file all records required by tax laws, to open the books to all officers and members during such hours as are deemed reasonable for inspection. In addition the Treasurer shall, after consultation with others as needed, present a proposed budget to the Board at the regular April Board meeting, covering a twelve month period and at the October Board meeting, covering the remainder of the same period.

ARTICLE IV - Board of Directors:

Election, Number, Terms, and Qualifications – The Board of Directors shall consist of the officers, the Immediate Past President and four other members elected at large. Terms of the at large Board Members shall be for one year. Members of the Board may succeed themselves indefinitely

Special and General Powers – The Board is authorized to exercise any lawful power, not reserved to the membership or otherwise expressly prohibited by the Articles of Incorporation or these By-laws. Unless approved by the membership all expenditures of money or the entry into any contractual relationship, requires board approval or ratification.

Regular Meetings – Board meetings may be held at any reasonable time or place upon call thereof by the President, Secretary or a majority of the Board of Directors, provided however the Board shall meet at least twice during each calendar year in April and October. A Budget will be adopted for an April 1 to March 31st fiscal year at the April meeting. A calendar for the coming calendar year will be finalized at the October meeting.

Special Meetings - When deemed appropriate, in order to address specific time sensitive issues, the Board may meet via videoconference or telephone conference, provided that participation is open to the general membership. Minutes in such meetings shall be kept as with any meeting of the Board.

Notice - At least a week’s notice of the time and place of a Regular meeting shall be given to the Membership via email and/or the website calendar. Notice of special board meetings must be provided to the general membership via email at least two days in advance.

Advice and Consent – Nothing in the forgoing paragraph is intended to preclude email or forum discussions between officers, Board members or the membership regarding any issue, nor to preclude polling members of the Board by the President or other officer, for purposes of obtaining advise or to determine the consensus of the Board on an issue. However, such polling may not be a substituted for Board action where such is required.

Quorum and Voting – A majority of the total number of Directors shall constitute a quorum for the transaction of business. The act of the majority of Directors present at any meeting, at which a quorum is present, shall be the act of the Board.

ARTICLE V – Elections & Vacancies

Nomination Committee – A Nominating committee, consisting of the President, Vice President, and Immediate Past President, shall solicit the membership during the month of October, seeking to identify persons who have been members for at least one year, deemed suitable to hold Society elected offices. If any of these designated members of the nominating committee are not available to participate for any reason, the remaining member(s) to shall recruit substitutes from among the other officers and board members. The committee shall submit a slate of nominees at the November Meeting for each elected position in the Society.

Election - After the Committee's nominations have been announced members may make additional nominations at the December annual meeting. Contested races will be resolved by confidential vote taken at the December. The Secretary and a representative of each candidate in a contested race shall count the vote.

Removal from office - A vacancy in an elected office shall exist when a board member or officer dies, resigns, fails to attend two consecutive meetings of the Board without excuse, loses their membership or is removed by two thirds vote of the board.

Vacancies – A vacancy in any elected office, excepting the office of Immediate Past President, shall be filled by vote of the membership at the first regular business meeting following the vacancy. Vacancies shall be filled for the period of time remaining in the term.

ARTICLE VI - Appointed Positions

Prior to January 1st. of each year, the President Elect shall make appointments to the following standing Society offices:

1. Program Chair, whose duties are to arrange for, schedule, plan and execute programming for the Society's monthly meetings, and other Society sponsored events, as well as to work with the Outreach Coordinator to plan the Society's annual calendar of events.

2. Outreach Coordinator, whose duties are to coordinate the Society's participation in events sponsored by others, such as the State Park system, schools, or other groups, as well as to coordinate with the Program Chair and any outside groups participating in Society sponsored events.
3. Membership Chair, whose duties are to establish a committee to address the following functions:
 - Maintain an effective flow of information about astronomy and the Society to the public thereby promoting the Society and membership in the Society;
 - Integrate and mentor new members;
 - Coordinate with other Society positions to enhance the rewards of membership and promote membership activities and highlight member achievements and contributions to the Society.
4. The Society's representative to the Astronomical League.
5. Observatory Chair, whose duties shall be to establish an Observatory Committee, which shall have the following duties:
 - Establish recommendations on observatory privilege qualifications and fees and recommend the removal of such privileges for cause.
 - Establish operating rules and procedures, as well as maintenance schedules and procedures for the Observatory and grounds.
 - Establish, to the extent necessary, the priorities and schedules for the use of the observatory facilities and instruments, within the guidelines, if any, which the Board shall establish.
 - Formulate long term development plans for the property, structures and equipment, as well as specific plans and designs for the Boards consideration.
 - Maintain the grounds and facilities. In this regard the Chair shall have the discretion to over run a project or maintenance budget by 10%, or with approval of the Treasurer and/or President, 20%, without Board action.

In addition to the forgoing positions the Board shall establish and define the duties of such additional appointed positions as it deems advisable; keeping in mind the importance of dividing duties and including as many people as possible in the

Society's operations. Nothing herein is intended to restrict the President's authority to appoint any person to any additional special task.

ARTICLE VII

Miscellaneous Provisions:

Conflicting Activities – Every member or group of members has the right to use the property, or otherwise pursue his/her/their astronomy interest in any proper fashion without regard to what other Society activities may be planned, and should have complete access to the Society's information resources in order to announce such activities without any pressure from any party. Excepting, that the Society shall have the right to priority use of such portions of the observatory as are required for public education events and has the right to schedule or otherwise commit all or parts of the Observatory for other purposes. The intent of this provision is to recognize that each member has their right to participate in the Society as he sees fit and the majority should not preclude any activity simply because it has other priorities.

Amendment – The Board of Directors, by the affirmative vote of a majority, may at any meeting, provided the substance of the proposed amendment shall have been stated in notice of the meeting, amend or alter, repeal, or change any of these bylaws.

Filling Out of Terms – Any person who fills out an unexpired term of another officer or director shall not be precluded by virtue of such service from seeking and holding that office for a complete term upon the expiration of the partial.

Certification of Adoption

The foregoing bylaws of the corporation have been duly adopted this November 10th, 2012 by action of the Board of Directors of the corporation pursuant to the laws of this state.

In testimony thereof, witness the hand of the undersigned as Secretary of the corporation.

Coy Scott – Secretary.