

Constitution- Skyscrapers Inc.

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 membership and general public on matters pertaining to astronomy. It shall be an educational, nonprofit organization.

ARTICLE III: LEGAL STATUS

This Society is incorporated as an educational not-for-profit corporation under the laws of the State of Rhode Island, conforming to IRS Section 501(c)(3).

ARTICLE IV: MEMBERSHIP

§1 Membership classes in this Society shall be Student, Regular, Family, Senior, and such other classes as are specified in the By-Laws.

§2 An applicant for Student, Regular, Family, and Senior shall submit a Membership application together with appropriate dues to the Membership Secretary of the Society. Application for membership and payment of dues may also be done on the Society's website.

§3 Student members shall be persons currently enrolled in secondary school or college and under 22 years of age.

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

§5 Family members shall be Regular members who pay the additional dues prescribed. They shall be entitled to all the privileges of Regular. Family membership provides voting privileges for (2) two individuals over 18 years of age, who are to be listed individually on the membership list.

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

§7 Membership in this Society shall provide all classes the right to have guests attend and participate in all membership functions excluding activities requiring vote by the membership.

§8 Membership Dues in this Society are as listed within the Membership Application and on the Society's website.

§9 An individual may hold more than one class of membership simultaneously.

ARTICLE V: OFFICERS

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

§2 Qualifications. Officers must have been voting Members for at least one year prior to nomination.

Nominees for an office should have experience in the area of responsibility of the office. This may be a result of one's job or previous successful experience in a similar position in another organization. Nominees may be asked to provide this information upon the request of the nominating committee.

§3 The officers shall be elected by secret ballot at the Annual Meeting for a term of two years or until their successors are elected and take office. A majority of valid ballots cast shall be required to elect.

§4 No member shall hold the same office for more than three consecutive full terms.

§5 Vacancies occurring in office may be filled by appointment of the President until successors are elected at the next Annual Meeting and take office. Should the president resign, the Vice-President, with the assistance of the remaining board members should conduct the business of the Society until the elections at the next Annual Meeting or other duly called special meeting.

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 at the call of the President

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

ARTICLE VII: BOARD OF DIRECTORS

There shall be a Board of Directors, 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 may be amended at any regular meeting by two-thirds (2/3) vote of all voting-eligible members present, provided said amend-

ment has been presented in writing and read at a previous regular meeting, and a notice incorporating said amendment has been provided to the membership.

ARTICLE X: BUDGETS AND EXPENDITURES

§1 The President and Board of Directors shall present a proposed yearly operating budget for membership approval at the annual meeting, or other subsequent duly called meeting.

§2 The Board of Directors shall have the authority to approve unbudgeted expenditures only if these expenditures can be accommodated without exceeding the total approved operating budget. If the total is exceeded, then changes must be approved by the Society at a duly called meeting.

§3 The Board of Directors 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 Board of Directors 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 Board of Directors 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 the fiscal year.

§2 Dues are payable on April 1 for the dues year then beginning. The annual dues shall be as stated in the Membership Application and on the Society's website. 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.

§3 The Membership Secretary shall, with the approval of the Board of Directors, drop from membership any member who is three months or more in arrears. Members who are not current with their dues may not vote.

ARTICLE II: OFFICERS

§1 The regular term of all Officers, Members-at-Large and Junior Trustee shall commence at the adjournment of the Annual 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 Vice-President shall assume the duties of the President. In the absence of both, the Recording Secretary shall assume the duties of the President.

§4 The President shall:

1. Preside over all meetings of the Society and Board of Directors meetings.
2. Establish an operating budget, with the assistance of the Treasurer and Board of Directors, 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 Vice-President shall:

1. Coordinate programs and activities for monthly meetings.

§6 The Recording Secretary shall:

1. Take the minutes of all meetings, regular, special, Annual and Board of Directors, and submit a written report to be published in the Skyscraper newsletter. If required by the President, notify all additional officers, chairs and committees of their appointment.
2. Send all required notices to the membership. In general, conduct the correspondence of the Society.

§7 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 monthly written report to the Board of Directors and membership.
4. File IRS Tax form and Rhode Island Corporate Report annually.
5. Submit an annual report of all receipts and disbursements for the past fiscal year at the Annual Meeting.
6. Auditors appointed by the President shall audit the annual financial report, and the report of the auditors shall be submitted to the Board of Directors the by the June monthly meeting.

ARTICLE III: BOARD OF DIRECTORS

§1 The Board of Directors shall consist of the President, Vice-President, Recording Secretary, Treasurer, two Members-at-Large, and the Immediate Past President (who shall not have a vote).

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

§3 The powers of the Board of Directors 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 Board of Directors shall meet at the call of the President or on application of any two members. The President shall be, ex officio, chair.

§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 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 by secret ballot at the Annual Meeting. The Trustee with the longest continuous service is usually the Senior Trustee, who is the official spokesperson for the Board. Vacancies occurring in office shall be filled by the Trustees in consultation with the President. That appointment will serve out the remaining term of the vacated office. Should the Board of Directors disagree with the appointment, that decision may be overturned. See Section 3 below.

§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 Board of Directors, all voting in the affirmative.

§4 The Board of Trustees shall conduct an annual inventory of equipment and property belonging to the Society and submit said inventory list to the Board of Directors prior to the Annual Meeting.

§5 The disposal of Skyscrapers property as designated within the annual Skyscrapers inventory shall require prior executive board approval.

ARTICLE V: QUORUM

Twelve (12) voting-eligible 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

§1 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.

§2 When a vote is called for, only voting-eligible members may vote. Membership classes conferring the right to vote are enumerated in ARTICLE IX: DEFINITIONS.

ARTICLE VII: DISSOLUTION

Upon dissolution of the corporation (an act which can only be ordered by an open vote of two-thirds of the Board of Directors and confirmed in a duly constituted meeting by the membership of the Society by secret ballot two-thirds of the members present voting in the affirmative, or by order of a court of competent jurisdiction, the Board of Trustees shall after paying or making provisions for the payment of all liabilities of the corporation as determined by the Board of Directors, arrange for the disposal 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.

ARTICLE VIII: AMENDMENT

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

ARTICLE IX: DEFINITIONS

§1 Where the terms NOTICE, PROVIDE, MAIL, or the past tenses thereof, appear in the Constitution or By-Laws such NOTICE and the act of making the notice available (MAIL and PROVIDE) include communication by US Postal service, Federal Express or another express courier, and email.

§2 Voting-eligible members are those classified as Lifetime members, as well as Regular and Senior members who are current with their dues.

§3 Lifetime Members. Lifetime membership may be bestowed upon a member for outstanding service to the Society by recommendation of the Board of Directors and approval by the voting eligible members. A Lifetime member is not required to pay dues, but has all the rights and privileges of a Regular member.