

**BY-LAWS of the  
SOUTHWEST FLORIDA ASTRONOMICAL SOCIETY, INC.**

**ARTICLE I – NAME**

The name of this Society shall be the Southwest Florida Astronomical Society, Inc.

**ARTICLE II – PURPOSES**

The Southwest Florida Astronomical Society (SWFAS) was formed in 1980 by amateur astronomers in Lee County, FL. SWFAS is a non-profit 501(c)(3) volunteer organization dedicated to promoting the enjoyment and education of astronomy related subjects to members and the general public.

**ARTICLE III – MEMBERSHIP**

**SECTION 1. CLASSES OF MEMBERSHIP.**

A. **REGULAR MEMBERSHIP.** Regular membership shall be for any person 18 years of age and older. Membership is extended to any immediate family members living in the same residence as the primary member. However only paid Regular members are eligible to vote on SWFAS business and to hold office.

B. **HONORARY MEMBERSHIP** Honorary membership is assigned on a limited basis to those persons that are furthering the goals and ideals of the Society. Honorary membership is reviewed, assigned, and renewed by the Officers on an annual basis. These members are entitled to the benefits of membership described below but do not have voting rights and may not hold office.

C. **BENEFIT OF MEMBERSHIP.** Benefit of membership in the Society shall include the right to vote; to serve on committees appointed by the President; to hold office; to attend all private and public functions of the Society; to optionally obtain annual subscriptions to astronomical publications at a reduced rate offered through the Society, and to have membership in the Astronomical League. Family members are entitled to attend all private and public functions of the Society as determined by the Officers.

D. **MEMBERSHIP DUES.** The annual dues for Regular members shall be determined each year at the December annual meeting. The dues amount will be recommended by the Officers and agreed to and voted on by the membership.

E. **MEMBERSHIP TERM.** Annual membership is for the calendar year and renewal fees are due at the first meeting in January. New members joining in the October – December time period shall be considered paid members for the following calendar year. Dues are considered delinquent if not paid by the end of January and unpaid members will be removed from the membership roster if they have not renewed by March 31<sup>st</sup>.

**SECTION 2. MEMBERSHIP REQUIREMENTS.**

All persons interested in the science of astronomy may become members of the Society by adhering to the by-laws of the Society and paying annual membership dues.

**ARTICLE IV – OFFICERS**  
**SECTION 1.**

The Society shall be governed by four members selected from the membership.

**SECTION 2. OFFICERS & OTHER ROLE ASSIGNMENTS**

The officers of the Society shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

- A. **PRESIDENT.** The President shall preside at all business meetings; shall call extra business meetings when necessary; coordinate activities of Officers and committees, temporarily fill vacancies and appoint committees when necessary; and secure and insure access to meeting sites. The President is also responsible for filing Federal and State governmental statutory forms following notification to and approval by the Officers. The President is authorized to pay for certain items including office supplies and statutory fees via the use of the SWFAS credit card. The President can designate that the SWFAS credit card be assigned to another officer.
- B. **VICE-PRESIDENT.** . The VICE PRESIDENT acts as a back up/stand in for the president for all official capacities. The VP performs other duties as assigned by the President or as agreed on by the board of officers.
- C. **SECRETARY.** The Secretary shall take minutes of business and Officers meetings and maintain a repository of past minutes and other designated official records. “Robert’s Rules of Order” shall be the authority on all questions of procedures not specifically stated in the by-laws.
- D. **TREASURER.** The Treasurer shall keep an accurate account of all financial transactions of the Society and will carry out the following:
1. Receive and record dues from members.
  2. Maintain an up-to-date roster of the membership.
  3. Account for and bank all dues, contributions and other receipts properly.
  4. Pay all bills authorized by the Society.
  5. Prepare an annual budget of revenues and expenses.
  6. Reconcile and make available for review the monthly bank and PayPal statements
  7. Prepare the monthly Treasurer’s Report summarizing Income & Expenses for each month. The Treasurer’s Report shall be approved by the Officers either before or at the monthly regular meetings.

**SECTION 3. NON-OFFICER ROLES & ASSIGNMENTS**

The following are non-Officer assignments which may be assumed by any of the members.:

Astronomical League Correspondent (ALCor). The formal assignment of this role is a requirement for membership in the Astronomical League. ALCor duties are defined fully on the Astronomical League website.

Communications Coordinator: Oversees the upkeep of the SWFAS website and generates the monthly Newsletters.

Equipment Coordinator:

Program Coordinator(s): Arrange for qualified speakers for the monthly regular club meetings.

Social Event Coordinator: Arranges special social meetings

Membership Coordinator: Welcomes and coordinates with new members to familiarize them with the benefits of club membership.

Club Librarian

Club Historian

Outreach Coordinator: Coordinates the Club's public outreach events

Charlotte County Outreach Coordinator: Coordinates public outreach events taking place in Charlotte County including at the Observatory

## **ARTICLE V – ELECTIONS**

### **SECTION 1. TIMING**

The Officers shall be elected to serve staggered two year terms of office with two of the four positions being elected one year and the other two the following year. This will provide a degree of continuity of office. The elections will take place at the Annual Business Meeting held during the month of December.

### **SECTION 2. SLATE OF CANDIDATES**

The initial slate of candidates for each of the two Officer positions up for election in a particular year shall be presented at the October regular meeting and finalized at the November meeting.

### **SECTION 3. VOTING**

Voting for the Officer positions will take place as follows:

Members may submit their votes via email to a designated officer or via an online facility, if made available by the Society, at any time following the November meeting through the day prior to the December Annual Business Meeting.

Alternatively, the members may vote in-person if physically present at the Annual Business Meeting.

The electronic and in-person votes shall be tallied, with the results expressed verbally to the membership, and shall be officially recorded in the minutes by the Secretary.

#### **SECTION 4. TERM OF OFFICE**

The term of office of all Officers shall be for two years, with the term beginning at the January meeting of the year following the election and continuing through the December meeting of the year after.

#### **SECTION 5.**

Officers may be removed from office by a two-thirds vote of a quorum after a show of due cause under the provision that the members be notified of such proposed action at the regular meeting prior to the meeting at which the action is to be taken.

#### **SECTION 6.**

Vacancies occurring between elections shall be filled by the President at the regular meeting following the announcement of the resignation or withdrawal of the Officer.

### **ARTICLE VI – AFFILIATION**

The Society shall be affiliated with the Astronomical League and the International Dark Sky Association and shall pay all necessary dues to these organizations.

### **ARTICLE VII – MEETINGS**

#### **SECTION 1. REGULAR MEETINGS**

Regular meetings of the Society shall be held monthly at the designated meeting location. The Officers shall have the power to change the date, time, and temporary location of the Regular meetings. A permanent change in location for Society meetings requires a vote of the quorum of the membership at the Annual Business Meeting as defined below.

A simple majority of the Regular, paid membership present is required at the Regular meetings to approve meeting minutes and to vote on items such as ballots and other matters requested by associated organizations.

Attendance at the monthly Regular meetings may be virtual.

#### **SECTION 2. ANNUAL BUSINESS MEETING**

The December monthly meeting shall be designated as the Annual Business Meeting. Significant business topics requiring approval of a simple majority of a quorum of the general membership are voted on at this meeting and include:

1. Election of Officers (Ref. Article V)
2. Approval of the annual budget for the following year

3. Approving a permanent change to the designated location for the monthly meetings
4. Setting the price of membership for the following year
5. Revision of the Bylaws
6. Any other business topics designated by the Officers

Attendance at the Annual Business Meeting may be virtual but voting must either be electronic prior to the day of the Annual Meeting or made in person at the meeting itself.

The mechanics for voting for Officers is described in Article V above. The other specific business items to be voted on including the annual financial budget must be presented to the membership at the November regular meeting to provide sufficient time for member review and for electronic voting prior to the December Annual Business meeting.

Votes for other business items may be cast by members as follows:

1. In-person at the meeting
2. By email to a designated Officer
3. Submitted through an authorized link on the Society's website

All email and web votes must be submitted by the close of the prior business day of the meeting in order to be tallied along with the in-person votes at the meeting.

### **SECTION 3. SPECIAL BUSINESS MEETINGS**

The officers may schedule discussion and voting on special business expenditures requiring quorum approval during the year at a Regular business meeting. This would be appropriate, for example, for an unplanned emergency purchase.

### **SECTION 4. QUORUM**

For purposes of conducting official business, the club requires a quorum of its Regular, paid members. Robert's Rules of Order defines a quorum as the minimum number of voting members who must be present to conduct the business of that group. According to Robert's Rules of Order, "the requirement for a quorum is protection against totally unrepresentative action in the name of the body by an unduly small number of persons."

The Society hereby defines the quorum for voting on business topics as fifty percent plus one of its Regular, paid membership. For the purpose of computing the quorum percentage value, the paid membership count established following the March 31<sup>st</sup> annual dues renewal cutoff shall be used.

A simple majority vote of the quorum is required to adopt measures or approve business items.

### **SECTION 5. OFFICER MEETINGS**

The officers shall meet at least twice a year following their election.

### **SECTION 6. QUORUM FOR OFFICER MEETINGS**

At least three officers shall be present to conduct business.

**ARTICLE VIII – FINANCE**

**SECTION 1. INVESTMENT OF FUNDS.**

The funds of the Society shall be deposited in an FDIC financial institution with all such transactions included in the detailed reports of the Treasurer. Separate accounts will be maintained for Operating and Reserve funds.

**SECTION 2. REMUNERATION.**

The Officers of the Society shall serve their term of office without remuneration of any kind from the Society.

**SECTION 3. FINANCIAL REPORT.**

A financial report may be presented to the members attending the monthly meeting by the Treasurer at the request of the President. The monthly Treasurer's reports must be made available for review by the general membership by posting on the Society's website.

**SECTION 4. ANNUAL FINANCIAL AUDIT.**

A financial audit shall be done by a member or member committee appointed by the President, prior to the annual election of Officers, and results of this audit shall be presented to the membership at the next regular scheduled meeting.

**SECTION 5. REALLOCATION OF FUNDS.**

Following the Annual Financial Audit, the Officers will determine if a re-allocation of funds is required between the Operating & Reserve funds.

**SECTION 6. BUDGETED DISBURSEMENTS.**

Line items contained within the annual budget approved at the Annual Business Meeting will not require subsequent membership approval provided any unanticipated price increases are absorbed by within the budgeted contingency amount.

**SECTION 7. BUDGET CONTINGENCY AND UNPLANNED DISBURSEMENTS.**

A contingency amount of \$500 will be included within the annual budget to absorb any unanticipated budget expenses. Any usage of the contingency fund will require authorization by the Officers. It is possible that the need for an unbudgeted urgent or emergency expenditure may arise during the year. If the budget contingency is insufficient to cover this need, an authorization by a simple majority of the membership quorum will be required for authorization.

## **ARTICLE IX – INDEMNIFICATION OF ASSOCIATION**

There shall be an agreement among the members of the Society that shall be held acceptable by all members upon payment of annual dues, that holds the Society members and Officers harmless during any meeting or activity of the Society, both public and private.

## **ARTICLE X – DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Officers, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI – AMENDMENTS**

Amendments to these by-laws may be introduced by the Officers of the Society at any regular meeting. The amendments shall be voted upon as covered in Article VII above either at the Annual Business Meeting scheduled in December or at a Special Business Meeting scheduled by the officers. A simple majority of the quorum of the membership is required to adopt the amendments.

## **ARTICLE XII – EFFECTIVE DATE OF REVISION**

This revision is dated 09/07/2023