

**THE BY-LAWS  
OF THE  
DELAWARE ASTRONOMICAL SOCIETY**

**ARTICLE I. NAME**

The name of the Society shall be the “*Delaware Astronomical Society*”.

**ARTICLE II. PURPOSE**

The purpose of the Society shall be to encourage interest, and to advance education and scientific knowledge, in the subject of astronomy.

**ARTICLE III. MEMBERSHIP**

A. Application for Membership

Any interested person may become a member upon submission of a completed membership form and payment of dues.

B. Categories of Membership

1. Regular Membership (voting) is open to those who have formally joined the Society and are in good standing. The positions of President, Vice-President, Secretary, Treasurer and Committee Chairs are open only to Regular Members.
  
2. Honorary Membership is awarded those individuals who have made a distinct service to the Society or advanced its purposes and goals.

**ARTICLE IV. ORGANIZATION**

The official business of the Society shall be determined in an Agenda by the President established for a meeting and carried out by the Board of Directors, which shall be composed of the following:

A. Officers of the Society

1. The President shall be the chief executive officer and shall preside at meetings of the Society, nominate for approval by majority vote of the Board chairpersons of any and all standing committees, act as ex officio member of standing committees, implement all decisions voted by the Board of Directors and the general membership, and carry out such other duties as may be prescribed elsewhere in these By-Laws and in the Standing Rules.

2. The Vice-President shall assist the President in all duties and, in the President's absence, assume such duties as may be prescribed here and elsewhere in these By-Laws and in the Standing Rules and shall chair an ad hoc committee to plan and organize programs.
3. The Secretary shall take minutes of all meetings of the Board of Directors for review at the next following Board of Directors' meeting, carry on all business correspondence on behalf of the Society, and perform such other duties as may be prescribed elsewhere in these By-Laws and in the Standing Rules.
4. The Treasurer shall collect, disburse, and keep records of the funds of the Society, report the financial status of the Society at each Board of Directors' meeting, and carry out such other duties as may be prescribed elsewhere in these By-Laws and in the Standing Rules.

#### B. Committee Chairpersons (Standing Committees)

1. The Observatory Committee Chairperson shall preside over the Observatory Committee, responsible for the security, maintenance, and inventory of all of the Society's equipment, including the Observatory building, its contents and other portable equipment owned by the Society.
2. The Library Committee Chairperson shall preside over the Library Committee, responsible for maintenance of the Society's library resources.
3. The Education Committee Chairperson shall preside over the Education Committee, responsible for educational activities of the Society, such as courses for members and the general public, assist with preparation of outreach events and other similar programs.
4. The Publications Committee Chairperson shall preside over the Publications Committee, responsible for preparation and distribution of the Society newsletter (*The Focus*) and other publications.
5. The Observing Committee Chairperson shall preside over the Observing Committee, responsible for informing the Society membership of astronomy related phenomena and events and to keep such records as appropriate or requested by the Board of Directors.

#### C. Board Members Elected at Large

Three members of the Board of Directors shall be elected at large from the Regular Membership of the Society.

### **ARTICLE V. GENERAL BUSINESS**

Official business of the Society shall be transacted only during meetings of the Board of Directors or at general meetings of the Society, and all decisions shall be made in accordance with these By-Laws.

## A. Meetings

1. General meetings shall be held the third Tuesday of the month unless otherwise specified by notice to the Membership. There shall be a minimum of nine general meetings in one year, weather permitting. Meetings of the Board of Directors shall precede the general meetings, but any Board member can request an additional meeting as necessary for deliberation and decision-making. If such additional meeting is agreed upon then proper notice to the Membership is required.
2. A regular Board of Directors' meeting requires a quorum consisting of greater than half of its sitting members.
3. Proxy votes are not permitted; however, Board Members may attend or remotely participate in Board meetings and vote on Official Business by phone or other remote mechanism, upon proper identification, at the time that the vote is taken.
4. No individual may hold simultaneously more than one position on the Board of Directors.

## B. Finances

1. Disbursement of Society funds shall be issued through any legal means agreeable between parties by the Treasurer and in accordance with the Standing Rules. A budget for the year shall be established in accordance with the Standing Rules. The Board of Directors shall review expenditures of established budgets at regular meetings of the Board in accordance with the Standing Rules.
2. The schedule of dues for the categories of membership shall be established by majority decision of the Board of Directors. Any member sixty days in arrears shall be notified that he/she is no longer a member in good standing and shall be ineligible to vote or to hold office. Any member ninety days in arrears shall be dropped from the membership roster. Membership dues in all categories may include subscriptions to such publications and other benefits as determined by the Board of Directors.

## C. Elections

1. The Officers of the Society shall be elected as specified in these By-Laws for terms of two years. Each term shall begin on July 1 of the even-numbered years.
2. The three at large members of the Board of Directors of the Society shall be elected as specified in the By-Laws for terms of two years. Each term shall begin on July 1 of the odd-numbered years.
3. In January of each year, the acting Executive Officer shall appoint an Election Committee Chair who shall form an Election Committee. The Election Committee shall submit its slate to the Regular Membership at the April General Meeting and publish it in the April issue of the Society newsletter. The Election Committee may accept additional

nominations from the floor at the meeting upon written permission of the intended nominee and a second from the floor.

4. Ballots shall be delivered to each Regular & Honorary Member and the identity of the voting member shall not be indicated thereon. Ballots shall be returned to the Election Committee Chair by the means designated in the Standing Rules on or before May 31. The four Officers and the three Board Members At Large shall be determined by a plurality of the ballots received and shall take office on the respective July 1 of their election year.
5. Should it become necessary to fill an unexpired term among the Board of Directors of the Society, the acting Executive Officer shall appoint a replacement to serve out the unexpired term.

#### D. General

1. The Society shall maintain a permanent mailing address. This address is Delaware Astronomical Society c/o Mt. Cuba Observatory 1610 Hillside Mill Road Greenville, DE 19807.
2. The Constitution and the By-Laws were originally adopted in December 1958. These were consolidated into a single set of By-Laws in August 1972, when the Society formed a corporation exclusively for scientific and educational purposes. These By-Laws were amended and updated: May 1975, September 1995, October 1999 and June 2016.

### **ARTICLE VI. AFFILIATION**

The Society may affiliate with other organizations for mutually beneficial purposes at the discretion of a majority of the Board of Directors.

### **ARTICLE VII. CONTRIBUTIONS**

#### A. Unspecified Gifts

1. The Society may accept contributions, in money or in kind, consistent with its philosophy and purpose, upon the acceptance of a majority of the sitting members of the Board of Directors.
2. Upon request, the Treasurer shall issue to the grantor (or his or her estate) an acknowledgment in accordance with the rules governing 501c3 organizations.

#### B. Specified Gifts

1. The President shall appoint, with the advice and consent of the Board, an Awards Committee Chairperson, who shall take due care to observe the Awards Committee Charter.

2. Anyone wishing to make a specified contribution shall inform the President, who shall convey this information to the Board of Directors and the Awards Committee Chair at the next Board meeting.
3. At the earliest convenient time the Awards Committee Chair will provide a statement and a recommendation to the Board regarding the relationship of the named award to the philosophy and purposes of the Society, its feasibility, and the likelihood of its being self-supporting.
4. If, in the opinion of the Board, the objectives of the gift are consistent with the philosophy and purpose of the Society, the proposed award or action shall be approved by a majority vote of its sitting members. It shall thereafter bear the imprimatur of the Delaware Astronomical Society.
5. Notice of the establishment of the award, and information regarding its nature and purpose, shall be published in the next following issue of the Society newsletter.
6. Should a majority of the sitting Board not approve the terms of the contribution, the initiating person or persons may resubmit the proposal to the President for reconsideration.
7. Upon approval of the specified award or action, the Treasurer, as administrator of all Society funds, shall take care to establish a separate account to receive and disburse its funds.
8. The Treasurer shall issue to the grantor (or his or her estate) an acknowledgment in accordance with the rules governing 501c3 organizations.
9. All decisions regarding the execution of the terms of a specified award shall reside in the Awards Committee Chair, with the concurrence of the President, but all disbursements of funds shall require the approval of the Treasurer.

## **ARTICLE VIII. AMENDMENTS**

These By-Laws can be amended in accordance with the following steps:

1. The Officers and the Board Members at Large of the Society shall constitute a By-Laws Revision Committee.
2. A proposed amendment shall be submitted in writing to the Revision Committee through the President.
3. The proposed amendment shall be subject to approval of the Revision Committee by majority vote of its sitting members. In the event of disapproval, the proposed

amendment may be carried forward to appear as an agenda item on the next meeting of the Board of Directors, where a three-quarters majority vote of its sitting members can override the Revision Committee.

4. Upon approval, the Secretary shall submit the proposed amendment for publication in the Society newsletter.
5. The proposed amendment shall be adopted by a two-thirds majority vote by secret written ballot of the Regular Membership present at the next regularly constituted General Meeting.