



CONSTITUTION AND BYLAWS
OF
ROSE CITY ASTRONOMERS

Approved and adopted by the Executive Board on August 2, 1999 (Amended October 2, 2000)

INDEX

ARTICLE I

- Section 1.1:* Name
- Section 1.2:* Purpose
- Section 1.3:* Representation

ARTICLE II

- Section 2.1:* Membership
- Section 2.2:* Dues
- Section 2.3:* General Meeting
- Section 2.4:* Commercial Enterprise and compensation

ARTICLE III

- Section 3.1:* Corporate Organization
- Section 3.2:* Restricting Political Influence
- Section 3.3:* Compliance to IRS Code
- Section 3.4:* Property of Corporation
- Section 3.5:* Dissolution of Corporation

ARTICLE IV

- Section 4.1:* Executive Board
- Section 4.2:* Duties of Officers and Directors
- Section 4.3:* Election Process and Tenure of Officers
- Section 4.4:* Vacancy of Office
- Section 4.5:* Removal of an Officer
- Section 4.6:* Directorships
- Section 4.7:* Removal of a Member

ARTICLE V

- Section 5.1:* Voting
- Section 5.2:* Quorum
- Section 5.3:* Loss of Quorum
- Section 5.4:* Motions
- Section 5.5:* Adjourned Meeting
- Section 5.6:* Prohibited Transactions
- Section 5.7:* Bylaws Review
- Section 5.8:* Amendments to the Bylaws

ARTICLE I
Name
Purpose
Representation

Section 1.1

Name

The name of this organization shall be ROSE CITY ASTRONOMERS, hereinafter referred to as RCA. RCA formed in 1988 by combining the previous Portland-area astronomy clubs called the Portland Astronomical Society and the OMSI Astronomers.

Section 1.2

Purpose

RCA is a non-profit, volunteer organization dedicated to promoting the enjoyment and education of astronomy and related subjects to members and the general public.

Section 1.3

Representation

As a volunteer organization, RCA is a non-commercial entity. Membership and/or service in RCA shall not to be used to further commercial endeavors. No member shall represent RCA in an official capacity without prior approval of the executive board. In addition, no commercial enterprise shall use the RCA name or logo in promotion of private enterprise.

ARTICLE II
Membership
Dues
General Meeting
Commercial Enterprise and Compensation

Section 2.1

Membership

One RCA membership shall include all family members living in the same residence. There are two classes of membership: annual and emeritus. An annual member is an active dues-paying member with full rights and privileges of club benefits and activities. An emeritus member is an honorary member who has earned this distinction by level of service. Any annual member may be declared an emeritus member by a quorum vote, in accordance with the provisions of Section 4.1 and Section 4.2. An emeritus member shall not be subject to annual dues, but shall have the rights and privileges of membership.

Section 2.2

Dues

The membership year runs from July 1 through June 30. Dues shall be renewed yearly on the date of the July general meeting. New members joining the club in the middle of the year shall be charged a prorated fee. The dollar amount for annual dues will be reviewed by the board annually. A division of dues shall be made as determined by the board to Oregon Museum of Science and Industry, the Astronomical League and the RCA general fund.

Section 2.3

General Meeting

The membership shall meet monthly on the third Monday of each month.

Section 2.4

Commercial Enterprise and Compensation

RCA does recognize the advantages that vendor attendance and participation lends to meetings and events. Therefore, vendors, commercial groups, or individuals who have astronomy-related items or services for sale are allowed to set up tables at the general monthly meetings and other functions in order to sell or display their materials. The Board reserves the

right to refuse any vendor the privilege of displaying and selling. Vendor activities should not interfere with official club proceedings, (i.e. noise, space, and location).

Members who act in an official capacity representing the RCA on a volunteer basis may be offered monetary or other compensation for their services. Compensation beyond reasonable expenses (i.e., travel, etc.) will not be allowed unless approved by the board. If compensation is received beyond a reasonable amount to cover expenses, it should be considered a donation to the club and be forwarded to the Treasurer along with an accounting of the entire sum.

ARTICLE III

Corporate Organization
Restricting Political Influence
Compliance to IRS Code
Property of Corporation
Dissolution of Corporation

Section 3.1

Corporate Organization

This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Section 3.2

Restricting Political Influence

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempt to influence legislation, except as provided in section 501 (h) of the Internal Revenue Code of 1986, and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office, except as provided in section 501 (h) of the Internal Revenue Code of 1986.

Section 3.3

Compliance to IRS Code

Notwithstanding any other provision of this Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by an organization contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Section 3.4

Property of Corporation

The property of this corporation is irrevocably dedicated to section 501(c) (3) exempt purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

Section 3.5

Dissolution of Corporation

Upon the dissolution and winding up of the corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, association, or corporation organized and operated exclusively for the purpose specified in section 501 (c) (3) of the Internal Code and which has established its tax-exempt status under that section.

ARTICLE IV
Executive Board
Duties of Officers and Directors
Elections Process and Tenure of Officers
Vacancy of Office
Removal of an Officer

Section 4.1

Executive Board

The executive board shall meet monthly at the call of the President or a majority of the executive board and shall consist of all elected officers and appointed positions of the club. The elected officers are: President, Vice President - Members, Vice President - Observing, Vice President - Community Affairs, Vice President – Communications, Treasurer, and Secretary. Appointed positions include Past President, Alcor, Newsletter Editor, Sales Director, Library Director, Telescope Librarian, Special Interest Group Director, Media Director, Webmaster, Youth Director, New Members Programs Director, IDA Liaison, OSP Liaison, Camp Hancock Liaison, and Historian. The general membership shall be encouraged to attend board meetings and participate in the discussion of issues.

Section 4.2

Duties of Officers

The positions of the executive board for RCA are volunteers. Suggested duties of each position are outlined below. These duties are suggested only. The President and the Executive Board have flexibility in making and carrying out assignments. Directorships shall be established or dissolved by appointment as outlined in Section 4.6, and as needed to support club activities and goals. All Board members shall serve an ombudsman role for the general membership, bringing member issues to the Board for discussion.

PRESIDENT

Main Focus – Manages the RCA Executive Board

- Oversees the Vice-Presidents.
- Acts as OMSI liaison and coordinates RCA activities with OMSI programs.
- Manages Special Committee assignments, structure and reporting.
- Focuses on overall club goals and activities.
- Insures an annual review of club financial records.
- Serves as primary ombudsman for the membership and raises member issues before the Board.

PAST PRESIDENT

The position is limited to the individual who has held the position of President prior to the current president.

Main Focus – To help maintain the focus and direction of the club

- Works with the President to insure the smooth transaction of new leadership.

VICE PRESIDENT, MEMBERS

Main Focus – Membership Director

- Manages member sign-ups and records.
- Coordinates prospective new member welcome materials and activities. Coordinates new member information.
- Develops/updates member packet and coordinates distribution.
- Conducts a periodic membership survey, and analyzes and distributes the results.
- Serves as team leader for positions outlined below and recruits new appointees in the event of a vacancy.

Also in charge of Service Officers/Standing Committees as follows:

SALES DIRECTOR

- Manages club product sales – books, equipment, guides, miscellaneous promotion items.
- Keeps club sale program up to date with member needs, researching and offering new products that support and promote RCA.
- Coordinates “swap meet” area at monthly general meetings for members with items to display or sell.
- Manages the magazine subscription program as a member service.

LIBRARY DIRECTOR

- Manages the RCA club library books and member check-out program.
- Acquires new library materials as appropriate to meet member needs for up-to-date information.
- Maintains a current article file.

NEW MEMBERS PROGRAMS DIRECTOR

- Develops new-member orientation activities. These services may include printed materials, orientation meetings, seminars, workshops, web site information, telephone-tree, etc.
- Assist new members in familiarization of club services and functions, such as star parties, club subscriptions, club sales, and SIGs.

YOUTH DIRECTOR

- Serve as the liaison between the RCA Board and the youth program leaders.
- Serve as the advisor to assure the proper setting of goals and activities within each youth group.
- Recruit leaders and mentors as needed to maintain active youth groups.

VICE PRESIDENT, COMMUNITY AFFAIRS

Main Focus – External Communications including Community Liaison, Events, and Education Director

- Coordinates special events to which the public is involved.
- Manages a speakers' bureau and proactively markets RCA services to local organizations. Handles requests from outside sources for participation in various activities, including participation in research projects.
- Coordinates educational programs and activities to schools, community and youth groups.
- Keeps the club informed of other astronomical activities happening in the community.
- Connects the club to other astronomical resources in the community.
- Serves as team leader for positions outlined below and recruits new appointees in the event of a vacancy.

Also in charge of Service Officers/Standing Committees as follows:

MEDIA DIRECTOR

- Prepares news articles and media programs announcing RCA activities. Writes and coordinates publicity and PR for RCA programs and activities.

IDA LIAISON

- Serves as the liaison with the International Dark Sky Association and represent the RCA interests as a member of the Association.
- Promotes education of dark sky retention amongst the membership and within the community, focusing on civic leaders where the impact of action is greatest.
- Recruits RCA members as needed to assist in these education efforts.

VICE PRESIDENT – COMMUNICATIONS

Main Focus - Internal Communications with the RCA Membership

- Develops club programs, seminars, and workshops based on member interests.
- Schedules speakers.
- Lines up speaker supplies.
- Coordinates logistics/facilities with OMSI for programs.
- Serves as team leader for positions outlined below and recruits new appointees in the event of a vacancy.

Also in charge of Service Officers/Standing committees as follows:

NEWSLETTER EDITOR

- Gathers and prepares articles of interest to the membership and publishes the RCA monthly newsletter.
- Coordinates contributing editors to acquire articles for the monthly newsletter.

CLUB HISTORIAN

- Develops a summary that chronicles the club history.

- Prepares a once/year summary of club activities.

WEBMASTER

- Maintains the home pages on the Internet account and keeps information current with the happenings in RCA.
- Maintains the mail list on the internet account, keeps members on the list current, enforces the etiquette as necessary in a manner which he or she sees fit or as directed by the board.

SPECIAL INTEREST GROUPS (SIG)

- Acts as a hub for organizing and coordinating special interest groups.
- Organizes and helps members launch SIGs by connecting interested participants with each other and assisting with initial organization, speakers, meeting places, etc.
- Proactively assesses member interests and offers participation in SIGs.
- Acts as a hub for organizing, coordinating, and providing information about Sidewalk Astronomy groups.
- Develops articles and provides periodic information to the newsletter concerning schedules, activities, and contact points for special interest groups.

VICE PRESIDENT, OBSERVING

Main Focus – Star Parties Director

- Develops annual star party schedule.
- Researches new star party sites.
- Develops and coordinates special committees as appropriate to organize special star party activities which RCA hosts (such as a regional meeting, etc., coupled with a star party).
- Serves as team leader for positions outlined below and recruits new appointees in the event of a vacancy.

Also in charge of Service Officers/Standing Committees as follows:

TELESCOPE LIBRARIAN

- Maintains the member check-out program for RCA loaner telescopes.
- Maintains integrity of club telescopes and equipment.
- Develops and promotes club telescope and equipment resources.

OREGON STAR PARTY LIAISON

- Serves as the liaison between the RCA Executive Board and the OSP Committee.
- Focuses on keeping the membership abreast of OSP activities and recruit RCA members for Star Party activities when necessary.

CAMP HANCOCK LIAISON

- Serves as the liaison between the RCA and the Camp Hancock staff focusing on scheduling RCA “volunteer” weekends to support the Camp’s activities in astronomy.
- In exchange for our volunteer support, this position works with the VP Observing to schedule RCA club star parties at Camp Hancock in conjunction with our annual star party schedule.

TREASURER

Main Focus – Manages the budget and funds

- Provides quarterly balance sheets to the board of receipts and expenditures.
- Handles all monetary flow: issues checks, deposits funds, transfers funds between accounts, and reconciles bank statements.
- Maintains a current membership list.
- Prepares all state-required information to maintain our tax-exempt status.

SECRETARY

Main Focus – Manages club records

- Takes minutes at RCA board meetings.
- Writes up minutes and keeps the record of board meetings.
- Submits minutes to the monthly newsletter.

- Keeps bylaws current and adds amendments as necessary.
- Prepares, updates, and distributes the Board of Directors Officers' Packet once per year.
- Serves as office of record and maintains a seven year history of club proceedings.

ALCOR

Main Focus – Maintains connection and liaison between Astronomical League and RCA.

Section 4.3

Tenure of Officers and Elections Process

The one-year term of the elected board officers and directors will be from January 1 to December 31. There shall be no restriction on the number of times a person may consecutively hold any office. To be eligible for the office of President, a member will have served on the Executive Board at least one year. To be eligible for the office of Treasurer, a person will have been an RCA member for at least one year. The RCA board will select volunteers for a Nominating Committee (a Special Committee) at the board meeting in August consisting of 6 members: 3 people from the board (excluding President and Vice Presidents) plus 3 people from the general membership. This committee will be responsible for setting up and implementing the nominations and elections process. The Nominating Committee will be announced at the August general meeting. Outgoing board members will turn over all official records and materials of that office to new board members at or before the January board meeting.

Requests for nominations for candidates for officers will be announced in the September newsletter and at the September general meeting.

Candidates will be announced in the October newsletter and at the October general meeting, and there shall be opportunity to nominate others from the floor at that time. Each candidate shall be allowed to speak for 2 minutes at the October meeting, if he/she should so desire.

Elections will be held in November (either by mail or at the general meeting). Voting will be finalized by December 1st. If only one candidate for each office has been nominated, the slate will be presented and voted upon at the November general meeting.

The new board will be announced in the December newsletter and installed at the December general meeting. New officers will work with the outgoing officers during the month of December to transition their roles. New officers will assume their new roles January 1.

Election Process Guidelines:

August Board Meeting	Select Nominating Committee
August General Meeting	Announce Committee
September Newsletter	Announce requests for nominations
September General Meeting	Announce requests for nominations
October Newsletter	Announce candidates
October General Meeting	Announce candidates
November General Meeting	Hold election OR present slate
December Newsletter	Announce the new board
December General Meeting	Install the new board
December through January	Transition roles
January	New officers assume new roles

Section 4.4

Vacancy of Office

An office may be declared vacant if a board member resigns or misses three consecutive board meetings. A vacancy of an elected officer shall be filled by appointment by a vote of the executive board, to serve for the duration of the elected term, in accordance with the provisions of Section 4.1 and Section 4.2. A vacancy of an appointed position shall be filled by a vote of the executive board.

Section 4.5

Removal of an Executive Board Member

Any board member may be removed, at any time and for any reason, by the Board at any general or special meeting of the board by a three-fourths (75%) vote in which every board member, whether in person or by absentee, has been allowed to vote.

Section 4.6

Directorships

A directorship, or other position deemed necessary, may be established or dissolved at the call of the President or of the Executive Board and approved by a quorum vote of the Board in accordance with the provisions of Section 4.1 and 4.2.

Section 4.7

Removal or Suspension of a Member

Any member may be dropped or suspended from the RCA for any of the following reasons: willful misuse of RCA property; willful disregard for his/her own safety or the safety of others while on RCA sponsored activities; or conduct detrimental to the RCA and constituting misfeasance, malfeasance, or nonfeasance.

By a vote of the Board, any RCA member may be removed or suspended from the RCA. Before the Board takes a final vote, the Board shall follow the guidelines set up in the Disciplinary Procedures Chapter(s) of the latest edition of Robert's Rules of Order, Newly Revised, and the Board shall send a written letter announcing the vote to the member in question at least ten days prior to the final vote.

ARTICLE V

Voting Quorum

Loss of Quorum Motions

Adjourned Meeting Prohibited Transactions

Bylaws Review Amendments to the Bylaws

Section 5.1

Voting

All members of the executive board, as listed in Section 4.1, have full voting rights. In the event a member of the executive board holds more than one position on the board, the member is allowed a single vote.

Section 5.2

Quorum

Fifty percent of the members of the executive board plus one (rounded down for less than a whole number) shall constitute a quorum at any executive board meeting. Ten members or ten percent of the membership, whichever is greater, shall constitute a quorum at any general meeting. A quorum shall be required before either group may validly vote on any matter.

Section 5.3

Loss of Quorum

The officers present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 5.4

Motions

Any member of the RCA may bring items of business before the Board at any regularly scheduled General or Board meeting.

Section 5.5

Adjourned Meeting

Any board meeting, monthly or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the officers represented at the meeting. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

Section 5.6

Prohibited Transactions

RCA shall not make any loans of money or property to, or guarantee the obligation of any member. RCA may, however, advance money to a member for expenses reasonably anticipated to be incurred in the performance of a sanctioned RCA duty, provided that in the absence of such advance, such member would be entitled to reimbursement for such expenses in accordance with the provisions of Section 1.2.

Section 5.7

Bylaws Review

The Executive board will review these bylaws each January to indoctrinate new board members and update as needed.

Section 5.8

Amendments to the Bylaws

Any changes to the bylaws proposed by the board will be made available to the membership at a general meeting for a comment period of at least 30 days. Ratification will be by $\frac{3}{4}$ Board vote.