



Constitution and Bylaws of the Tucson Amateur Astronomy Association, Inc.

ARTICLE I Preamble

Section 1.

Name: The name of this Association shall be the Tucson Amateur Astronomy Association, Inc. hereinafter referred to in these Bylaws as the Association.

Section 2.

Purpose: The Association shall be an educational, service, scientific, and technical organization devoted to the study of, and promotion of interest in, Astronomy and its related allied sciences.

Section 3.

Association Status: The Association is an Arizona nonprofit corporation and a federally recognized 501(c)3 nonprofit corporation. It shall follow all applicable state and federal laws therein.

ARTICLE II Membership

Section 1.

General Membership: Anyone may become a member of the Association upon payment of dues and by complying with the other requirements for membership as specified in these Bylaws or as specified by the Board of Directors.

Section 2.

Dues: The annual dues for General Membership shall be set by the Board of Directors and changed as the need arises, by a 2/3 vote of the Board of Directors. A 2/3 vote of the members represented at a General Meeting is required to ratify any dues increases. Notice of a proposed dues increase ratification vote shall be published in the Association monthly publication at least thirty days prior to the vote, and announced during at least one General Meeting preceding the meeting of the vote.

The Board of Directors, by a 2/3rd vote, may set discounted membership dues for specifically defined groups.

Section 3. Types of General Memberships:



Individual Memberships: Individual Members must be 18 years or older. Individual Members enjoy the full privileges of the Association including the right to vote (one vote per member) as specified under Article IV Section 3.

Family Memberships: Family Memberships shall include domestic partners or married adults and their legal dependents. They shall enjoy the full privileges of the Association including the right to vote (two votes per Family Membership) as specified under Article IV Section 3.

Youth Memberships: Minors between the ages of 12 and 18 wishing to become members of the Association may join provided a written record of parental or guardian permission has been provided to the Association. The Executive Committee may approve Youth Membership for any person under the age of 12 on an individual basis. Youth Members enjoy full privileges of membership including the right to vote (one vote per member) as specified under Article IV Section 3. Parents or guardians may accompany the Youth Member to Association activities but do not have voting rights and are not considered members of the Association.

Past President Memberships: As recognition of their contributions to the Association, membership fees, either individual or family, will be waived for members who have served as President of the Association after completing a year as President. When the Past President chooses Family Membership, the Past President's spouse or partner also has the right to vote.

Lifetime Honorary Memberships: By a 2/3 vote of the Board of Directors, the designation of Lifetime Honorary Members shall be bestowed upon any individual who has made noteworthy contribution(s) to the Association. Lifetime Honorary Members do not have voting rights but otherwise enjoy all other privileges of membership in the Association.

Complimentary Memberships: Complimentary Memberships shall be approved by a 2/3 vote of the Board of Directors. Complimentary Memberships shall be for one year. Complimentary Members do not have voting rights but otherwise enjoy all other privileges of membership in the Association.

Section 4. Membership Responsibilities:

Members shall be considered in good standing if they pay membership dues in a timely manner and are not subject to suspension or expulsion resulting from Disciplinary Actions outlined in Article VI.

Any member shall be automatically removed from the Association for dues thirty days or more in arrears.

Any member of the Association in good standing may bring items of business before the Board of Directors at any regularly scheduled General Membership Meeting or Board of Directors Meeting.

Any member in good standing may initiate the process for a vote to be taken by the General Members of the Association on any matter, modify or veto a decision by the Board of Directors,



or recall any Member of the Board of Directors by presenting the President with a petition signed by ten percent of members with voting rights. The petition must clearly explain the reason for requesting a vote of the General Membership at the top of the form where it can be read by members signing below. Upon verification of the petition signatures, a vote shall be taken at General Meeting held in accordance to Article IV, or in accordance to Article VIII where the vote is an amendment to these Bylaws. The vote of the General Membership shall supersede any decision of the Board of Directors.

ARTICLE III Board of Directors

Section 1.

Composition of the Board of Directors: The Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, Members at Large, and the Immediate Past President who shall be an ex-officio member for the one term that follows immediately after his or her term expires. There shall be three Members at Large. No member shall simultaneously hold two or more elected positions on the Board of Directors.

Section 2.

Election of the Board of Directors: With the exception of the Immediate Past President, the General Membership of the Association shall elect the Members of the Board of Directors annually at the May General Meeting, in accordance to Article IV Section 3. Any member over 18 years of age and who is a member in good standing for at least one year may be nominated to an office. Members of the same family may not run for election in the same election cycle or hold positions on the same Board. For purposes of this paragraph, “same family” refers to spouses, domestic partners, children, siblings, whether by blood, by current marriage (an in-law) or by prior marriage (for example a step son/daughter). Elected and ex-officio members of the Board of Directors shall hold office for a term of two years (with the exception spelled out in Article IV Section 3, paragraph 8c) beginning on June first and until their successors are elected or qualified. At the General Meeting in June, the newly elected Members of the Board of Directors shall be introduced to the General Membership.

Term Limits: Members of the Board of Directors may only serve in those positions for the limits as defined below:

- A member may only serve as President for a maximum period of 4 consecutive years. Further, following a break in service, a member can only serve for an additional consecutive 4 year period. In any event, a member cannot serve as President for more than a total of 8 years.
- A member may only serve as Vice President for a maximum period of 4 consecutive years. Further, following a break in service, a member can only serve for an additional consecutive 4 year period. In any event, a member cannot serve as Vice President for more than a total of 8 years.



- A member may only serve as Treasurer for no more than 8 years.
- A member may only serve as Secretary for no more than 8 years.
- There are no term limits for Member At Large positions. In addition, officers who have met term limits for other Board positions may serve as Members at Large.

The time served in one BOD position does not count against the term limit of any other BOD position. Thus a member may serve out the entire term limit in one position and then serve in a different position.

Section 3.

General Powers of the Board of Directors: The Board of Directors shall manage all affairs of the Association. The Board of Directors shall set the time and place of the General Meetings of the Association. The Board of Directors shall have final authority over all Association finances and may establish a fund available to the President and Treasurer for discretionary expenses. The Board of Directors is responsible for seeing that an internal or external financial audit be conducted at least annually. The Board of Directors shall fulfill all legal requirements of the State of Arizona.

Section 4.

Board of Directors Meetings: The Board of Directors shall meet at least annually. The President or a majority of Members of the Board of Directors may call a Board of Directors Meeting. A majority of the Members of the Board of Directors who are not ex-officio members shall constitute a quorum of the Board of Directors. Members of the Board of Directors may attend a Board Meeting by telephone or electronic means. The Presiding Member of the Board of Directors may vote on any matter regardless whether his or her vote will have an effect on the result. Proxy or absentee voting is not allowed.

The Members of the Board of Directors in attendance at a Board of Directors Meeting may decide unanimously to cast their vote on a matter at a later time by telephone or electronic means should pertinent information be outstanding. With the exception of disseminating the pertinent information, no further debate shall take place by telephone or electronic means. The telephone or electronic vote should take place before the next regularly scheduled Board of Directors Meeting. Only Members of the Board of Directors in attendance at the Board of Director's meeting where the decision was made to postpone the vote shall have a vote on the matter. The Association Secretary, or another appointed Member of the Board of Directors, shall tally the vote. Whenever possible the result of the vote shall be amended to the meeting minutes, or be included in the minutes of the following regularly scheduled Board of Directors meeting. If no vote takes place before the following regularly scheduled Board of Directors meeting, the matter is to be considered a special order for that meeting. Debate may continue and all present may vote on the motion.

Section 5.



Veto and Modifying Power of the Board of Directors: By a 2/3 vote, the Board of Directors may veto or modify any decision that any appointee or committee has made on behalf of the Association.

Section 6. Powers and Duties of the Board of Directors:

President: The President is the Chief Executive Officer of the Association. The President presides over the General Meetings, calls the Board of Directors Meetings, and chairs the Board of Directors. The President shall have the power to form or abolish ad hoc committees and create or abolish other positions. The President makes appointments to all positions and committees, Ad Hoc and Standing, with the exception of the Nomination and Volunteer Resource Committee defined in Article V Section 2, any Investigative Committee established by Article VI Section 4, and the Executive Committee as defined by Article V Section 2. The President is responsible for overseeing the performance of appointees. The President is an ex-officio member of all committees except those where the President is prohibited by these Bylaws or where the Bylaws state that the President is a committee member. In the absence of the Secretary, the President shall appoint another person to take minutes of General or Board of Directors Meetings where Association business is conducted.

Vice President: In the event the President is unable to fulfill his or her duties, the Vice President shall assume the duties of the President. The Vice-President shall oversee the operation of Recognized Groups approved by the Board of Directors.

Secretary: The Secretary is responsible for official correspondence of the Association. The Secretary shall keep and maintain the minutes of Executive Committee, Board of Directors, and General Meetings where Association business is conducted. The Secretary is responsible for documentation to insure the continuity of the Association's official records, policies and procedures. In the event the Vice President is unable to fulfill his or her duties, the Secretary shall assume the duties of the Vice President.

Treasurer: The Treasurer shall receive all funds and maintain complete and current financial records for the Association using financial tools and procedures approved by the Executive Committee. The Treasurer shall give a written annual report and other reports of financial status, either orally or written, as required by the Board of Directors. The Treasurer shall maintain all legal documentation for the Association and file all appropriate Arizona and Federal documents. The Treasurer shall serve as the Statutory Agent for the Association unless the Executive Committee chooses to appoint another Statutory Agent. At the recommendation of the Treasurer, the Executive Committee may approve members to serve under the Treasurer to assist with duties assigned to the Treasurer. No assistant shall be a part of the same household as the Treasurer.

Members at Large: The Members at Large shall serve the Association membership as independent representatives to the Board of Directors. The Board of Directors, by majority vote, may assign duties to a Member at Large that are not already assigned to a member of the Board of Directors.



Section 7.

Vacancies on the Board of Directors: In the event an elected position is not filled or is vacated, the remaining Board of Directors shall appoint by 2/3 vote a member in good standing to fill that office until their successor is elected by the General Membership. Any Member of the Board of Directors in good standing who vacates their office before the end of their term may vote on the appointment of their replacement. If by reason of death, resignation, or otherwise, the Association has no Directors in office, any voting Association member may call a Special Meeting of the General Membership for the purpose of electing the Board of Directors who shall then hold office for the duration of the term.

ARTICLE IV Meetings of the General Membership

Section 1.

General Meetings: The Association shall meet monthly as determined by the Board of Directors. Unless otherwise stated, a minimum notice of 10 days must be given to the General Membership when Association business is to be conducted at the General Meeting. The Board of Directors may exercise the option of holding General Meetings in a virtual format when circumstances do not allow in person meetings.

Section 2.

Special Meetings: Special Meetings of the General Membership may be called by the Board of Directors. Unless otherwise stated, a minimum notice of 10 days must be given to the General Membership when Association business is to be conducted at a Special Meeting.

Section 3.

Voting: The voting members present at a General Meeting shall constitute a quorum and may vote on any issue. Except where these Bylaws require a 2/3 vote, a majority vote of the members present at the General Meeting shall carry all motions.

Proxy voting is not permitted under any circumstances.

Members Present shall be taken to mean either being present in person at a live general meeting or being connected during a virtual meeting.

Early Voting shall be allowed during the election of the Board of Directors and any other occasion that the Board of Directors determines is appropriate. Early voting shall be conducted electronically using a procedure established by the Nomination and Volunteer Resource Committee and approved by the Board of Directors.

All votes to amend the Bylaws of the Association shall be by recorded secret ballot.



All votes related to subjects covered under Article II, Section 4 shall be by recorded secret ballot.

The election of the Members of the Board of Directors and Members of the Nomination and Volunteer Resource Committee shall be conducted at the May General Meeting as follows:

1. Nominations for write-in candidates must be submitted at least 1 week prior to the election. Write-in candidates must accept their nomination in person or in writing before the vote is taken.
2. Votes for the election of the Members of the Board of Directors and members of the Nomination and Volunteer Resource Committee shall be by recorded secret ballot. An official count of the votes shall be made for the record.
3. For a given ballot and for the offices of President, Vice President, Secretary, and Treasurer, Association members may cast only one vote for each office. The candidate receiving the largest number of votes for each office shall be declared the elected victor.
4. For a given ballot and for the office of Member at Large, Association members may cast as many votes as there are open Member at Large positions, but no person shall receive more than one vote from an Association member for the position of Member at Large. The three candidates receiving the largest number of votes shall be declared the elected victors.
5. For a given ballot and for the Nomination and Volunteer Resource Committee, Association members may cast as many votes as there are open positions for that committee, but no person shall receive more than one vote from an Association member for the position of Member at Large. The candidates receiving the largest number of votes shall be declared the elected victors.
6. When a vote is taken at an in person General Meeting, the presiding officer at that General Meeting shall appoint two Association members to count the ballots. The two Association members who are appointed to count the ballots shall open and count all ballots for the relevant votes. Electronic ballots shall be counted according to procedures established by the Nomination and Volunteer Resource Committee and approved by the Board of Directors.
7. In the case of a tie, there shall be a run-off election between the tying candidates taken at the same meeting.
8. The election for the members of the Board of Directors shall be staggered as follows:
 - a. During even numbered years, starting with the 2022 election, the Secretary, Treasurer and two Member At Large positions shall be up for election.
 - b. During odd numbered years, starting with the 2023 election, the President, Vice President and the third Member At Large position shall be up for election.
 - c. This paragraph applies only to the 2022 election. To start the staggered pattern the President,



Vice President and the third Member At Large position shall be up for election, but shall be elected to one year terms.

ARTICLE V Committees and Groups within the Association

Section 1. Ad Hoc Committees

Ad Hoc Committees may be established by the President or a majority of the Members of the Board of Directors as needed to carry on Association business.

Section 2. Standing Committees

Standing Committees shall provide an Annual Report to the General Membership and reports to the Board of Directors as requested. Except for the Executive Committee and the Nomination and Volunteer Resource Committee, all appointments to Standing Committees shall be made by the President or by a majority of the Board of Directors.

Executive Committee: The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The President or a majority of the Executive Committee may call Executive Committee Meetings. The Executive Committee serves an administrative role to the Board of Directors, setting the agenda for the Board of Directors Meetings, makes administrative decisions described but not limited to those in these Bylaws, and makes decisions that are confidential in nature, including disciplinary actions in Article VI Section 4. The Executive Committee shall have sole power to appoint the Statutory Agent of the Association.

Nomination and Volunteer Resource Committee

Nomination and Volunteer Resource Committee, a standing committee of the Tucson Amateur Astronomy Association, functions autonomously in the selection of nominees for the Board of Directors within the guidelines set forth in the Bylaws, and at the request of the TAAA Board or a TAAA leader suggests potential volunteers. This committee shall be composed of four (4) General Members in good standing. Members of this committee shall stand for election at the May General Meeting.

TERMS OF OFFICE: Members of the Nomination and Volunteer Resource Committee shall serve staggered two-year terms with 1/2 of the committee elected each year with the exception of the first year. (The first year, two (2) nominees will be elected for a (1) year term and two (2) nominees will be elected for a two (2) year term.) No member may be re-elected more than two (2) times, limiting the maximum term of service to six (6) years.

The Nomination and Volunteer Resource Committee shall:

1. Implement the policies and procedures for nominations and elections as established by the Board of Directors and as specified in these bylaws (Article IV Section 3, and Article V, Section 3).



2. Understand professional and personal competencies and roles necessary for each position on the Board of Directors.
3. Vet the candidates in accordance with the professional and personal qualifications needed for each position.
4. Canvas the membership for candidates for the current election cycle.
5. Start the process early enough to provide a reasonable period of time for gathering, vetting and submitting the slate of candidates.
6. Prepare a slate of candidates for each elective office and publish such slate prior to the April General Meeting.
7. Present the slate of candidates for all TAAA elections.
8. Conduct the voting process for all TAAA elections.
9. This committee is to build and maintain a checklist of potential volunteers sorted by skill sets and should be able to recommend members for TAAA leaders to contact for specific tasks.
10. Upon request, this Committee will recommend candidates for TAAA Leadership roles.

Requests to the Committee for volunteer recommendations are to provide the needed professional and personal qualifications.

The Nomination and Volunteer Resource Committee shall fully explain the duties of each position and determine the qualifications and sincerity of the members being nominated to elected position on the Board of Directors and the Nomination and Volunteer Resource Committee. The Nomination and Volunteer Resource Committee shall solicit nominees for all elective offices by contacting potential candidates who are members in good standing for at least one (1) year. The committee is not obligated to determine any specific number of nominees for any office.

Additional Standing Committees shall be created by Resolution and voted on by the General Membership at any meeting provided requirements in Article IV are met. The Resolution shall define the purpose of the Standing Committee, the composition of the Standing Committee and the method of appointment to the Standing Committee, the terms of office, and any term limits for Standing Committee members. Except for the Executive Committee, no Standing Committee shall include a majority of the Board of Directors. All Standing Committees, with the exception of the Executive Committee, shall remain in effect until they are rescinded by Resolution by the General Membership at any meeting provided requirements of Article IV are met.

Section 3.



Groups: Recognized Groups within the Association shall be approved by the Board of Directors. These Groups may meet independently at a time and place of their choosing. Association business shall not be conducted at Recognized Group meetings. The Board of Directors shall approve any budget and other financial matters undertaken by Recognized Groups. Any policies governing a Recognized Group must be approved by the Board of Directors. At the request of the Board of Directors, Recognized Groups shall provide a written or oral report of their activities.

ARTICLE VI Disciplinary Actions

Section 1.

Except as described in this Article, Robert's Rules of Order Newly Revised shall govern all disciplinary actions.

Section 2.

Any Director may be removed from their elected position for:

1. failure to fulfill duties and responsibilities of their position, or
2. abuse of privileges as a Director, or
3. intending to injure the good name of the Association, disturb its well-being, or hamper its work.

Section 3.

Any member may be reprimanded, suspended, or expelled from the Association for:

1. abuse of privileges, or
2. intending to injure the good name of the Association, disturb its well-being, or hamper its work.

Section 4.

Allegation(s) made against a Director and/or member that meets the requirements of Subsection 2 or Subsection 3 of this Article are to be brought to the attention of the Executive Committee. The Executive Committee, in Executive Session, may by Resolution create an Investigative Committee to investigate the allegation(s). This Investigative Committee shall have no fewer than three members not directly involved in the accusation and not the President. The Investigative Committee shall conduct a confidential investigation and may attempt to resolve the matter. Upon completion of their investigation, the Investigative Committee shall provide a final written report, signed by all agreeing members of the committee, to the Executive Committee. Should the Investigative Committee be unsuccessful in resolving the matter and prefferal of charges is warranted, the committee report may recommend adoption of resolutions preffering charges be made against the accused, arranging for a trial, and suspending the rights of



the accused. The Investigative Committee's work will be completed with their report. Upon the Executive Committee's adoption of resolutions of preferred charges, the Executive Committee shall notify the accused Director or Member in a written letter, delivered in a manner which provides confirmation of delivery, the adopted resolutions and the date, time, and place of the trial, giving the accused at least 30 days to prepare a defense. The Executive Committee shall conduct the trial in Executive Session and in accordance with the disciplinary guidelines set forth in Robert's Rules of Order Newly Revised.

Section 5.

Any person expelled from the Association for disciplinary reasons, may petition the Board of Directors for reinstatement of their membership. Any requirements set forth by the Executive Committee in the decision to expel a member shall be fulfilled before this petition is to be considered by the Board of Directors. Upon 2/3 vote of the Board of Directors and payment of membership dues, the person shall be reinstated as a member of the Association.

ARTICLE VII Parliamentary Authority

Section 1.

The latest edition of *Robert's Rules of Order, Newly Revised* shall be the governing parliamentary law in all matters in which it applies, except as provided in these Bylaws and any Special Rules of Order of the Association.

ARTICLE VIII Amendment of the Bylaws

Section 1.

Amendments may be proposed by any member or at the direction of the Board of Directors.

Section 2.

Amendments to these Bylaws shall only be made upon a 2/3 vote of approval of the General Membership at any General Meeting provided the requirements of Article IV, are met. Notice of a proposed Amendment vote shall be given to the membership in writing at least thirty days prior to the vote, and announced during at least one meeting preceding the meeting of the vote.

-End of Bylaws-