

BYLAWS
of the

SOCIETY OF AMATEUR RADIO ASTRONOMERS

ARTICLE I - NAME AND PURPOSE

SECTION 1: The Society shall be known as the Society of Amateur Radio Astronomers.

SECTION 2: The Society will be a non-profit organization operated to promote scientific research in the field of Radio Astronomy. The Society's purpose is to provide a forum for the exchange of ideas, techniques and project planning among amateur radio astronomers and other interested persons.

ARTICLE II - MEMBERSHIP AND VOTING RIGHTS

SECTION 1: Subject to the provisions hereof, the membership shall be composed of men and women who ascribe to the goals of the Society, as stated in Article I.

SECTION 2: There shall be **three (3)** classes of membership:

- (a) Full Member: Those who join the Society under the provisions of Article IV.
- (b) Student Member: Those who are enrolled in school and age 18 years or younger.
- (c) Honorary Members: Those who may be elected to such membership by the Board of Directors for such time specified.

SECTION 3: Applications for membership other than Honorary memberships, shall be made in writing, addressed to the Society.

SECTION 4: A membership term shall run annually from the date the member is accepted into the Society, or converted to calendar year status if selected by the Board of Directors.

SECTION 5: The Board of Directors may, in the interest of the Society, reject any application for membership. At the request of the applicant, this decision may be appealed in writing to the membership for final approval or rejection.

SECTION 6: All classes of membership noted in Section 2, subparagraphs (a) (b) and (c), of this Article shall be entitled to vote upon any matter properly submitted to the membership for vote.

SECTION 7: The Board of Directors may terminate a membership by a majority vote for due cause, only after the member has been informed of such pending action, and given sixty (60) days to respond to the charges, in writing, to the Secretary. The Secretary shall distribute copies of the member's response to each Board member, along with a copy of a ballot for retention/termination of such membership. At the request of the applicant, the decision may be appealed in writing to the membership for final approval or rejection.

ARTICLE III - MEMBERSHIP PRIVILEGES

Members noted in subparagraphs (a), (b) and (c), of Section 2, Article II, will receive a subscription to the Society's publication "The Journal". Only one subscription will be provided to a family, unless more than one Full Membership is maintained by that family. "The Journal" will be published on a basis of at least one issue every three (3) months. The name of "The Journal" may be changed at the discretion of the Board of Directors.

ARTICLE IV - FEES, DUES, SUBSCRIPTION RATES

SECTION 1: Fees, dues, and subscription rates will be established by the Board of Directors, subject to approval or change by majority vote of the membership in attendance at any regular Society Meeting.

SECTION 2: Membership dues in the Society and the fees for "The Journal" are inseparable.

SECTION 3: Student members, as prescribed in Article II, shall be admitted at 2/3 the cost of a full membership.

SECTION 4: Honorary membership status suspends the requirement for dues payment.

SECTION 5: Fees, dues and pre-paid subscriptions are not refundable.

ARTICLE V - LIABILITY

No member shall become liable to the Society for any amount other than the yearly dues.

ARTICLE VI - MEETINGS

SECTION 1: Unless otherwise specified by the membership, the Society shall meet annually at a time and place designated by the Board of Directors. This meeting will be held for the purpose of validating results of balloting for Directors and Officers, approval of resolutions, approval of By-laws changes, and to transact other such business as may be brought before the assembled membership. It will also be used to provide a forum for the presentation and discussion of ideas and projects relating to radio astronomy.

SECTION 2: A notice of all annual meetings shall be published in "The Journal" at least sixty (60) days prior to the meeting. At the time of notification of such meetings, members shall be informed of all known issues or motions requiring a vote by the membership, and members will be given the opportunity to request that a Director cast a proxy vote for them on such issues as the Director may desire.

SECTION 3: There will be no minimum number of members required to constitute a quorum at a properly publicized annual meeting. Any number of members exercising their voting privileges at a regular or special meeting either in person, or by proxy, will constitute a quorum capable of transacting all business properly brought before the meeting.

SECTION 4: A member may vote in person, or having been supplied with a proxy form, they may request a Director to vote for them as the member specifies. Proxy votes must be received by a Director or the Secretary of the Society, prior to the taking of the vote. In the case of an election for Directors or Officers, ballots will be completed by the voting member and forwarded directly to the Society Secretary, rather than by proxy vote through a Director.

SECTION 5: Absentees desiring to have matters considered at a the annual meeting, shall submit those matters to the President in writing, prior to the start of an annual meeting.

SECTION 6: Regional meetings either in or outside the US are encouraged. These meeting will not replace the annual SARA meeting however they will provide a forum for members to discuss issues of mutual interest, and it will also allow members to become better acquainted with one another.

ARTICLE VII - BOARD OF DIRECTORS, ELECTIONS, ETC.

SECTION 1: There shall be eight (8) elected Directors of the Society, with each Director being a full member. These eight (8) members shall serve with the four (4) elected Officers to provide a Board of Directors.

SECTION 2: A total of eight (8) Directors will be elected. Each year up to three (3) new Directors will be elected to terms of two (2)years. This will provide for an election of no more than three (3) Directors at any time, and will provide continuity for the Board of Directors.

SECTION 3: Elections of Directors and Officers will be accomplished by the President placing an initial call for nominations in "The Journal" ninety (90) days prior to the regular scheduled meeting. Two (2) nominations from different members will be required to nominate a member for an office. Thirty (30) days prior to this meeting (in a newsletter issued prior to the meeting), the President will place a notice of the results of the nominations in "The Journal", along with a ballot for the members to use to vote for the nominee of their choice. This ballot will be forwarded to the Secretary for collection and counting at the regular meeting.

SECTION 4: Directors may be asked to resign from the Board by a majority of other Board members after an absence from two (2) consecutive meetings, an obvious loss of interest, or for other just cause. Directors may also be removed by majority vote of the membership at any time. Two (2) of the Directors, elected as "Directors -at-Large" will not be required to attend annual meetings

SECTION 5: Vacancies on the Board of Directors caused by events other than the normal completion of a term of office, may be filled by majority vote of the membership in attendance at the annual meeting, provided that they are entitled to vote under Article III, Section 1; or vacancies may be filled prior to a regular meeting by majority vote of the remaining Directors, subject to validation by the voting membership at the next annual meeting. Vacancies filled in such a manner will be effective only for the remaining term of office vacated.

SECTION 6: At least one annual Board of Directors meeting will be held with five (5) Directors constituting a quorum. In cases where a quorum is not achieved, business may be discussed and conducted, but no action will be deemed official until the remaining Directors have been contacted and given a chance to comment and/or vote as necessary. Other Board meetings will be held as deemed necessary by a majority of Board members.

SECTION 7: The business management and affairs of the Society shall be under the direction and control of the Board of Directors. The Board shall have authority to establish operating budgets, to make routine expenditures, and to enter into contracts on behalf of the Society. The Board may authorize Society officers to conduct such business in the normal operation of their duties. Expenditures and obligatory contracts will not exceed the totals cash value of funds on hand in the Society Treasury at the time of obligation.

SECTION 8: To meet emergency or routine business requiring immediate action, the Board of Directors may exchange views, opinions, and may vote by means other than a collective meeting.

SECTION 9: The accounting year will begin on 1 July and terminate on 30 June of each year.

ARTICLE VIII - OFFICERS

SECTION 1: Officers of the Society shall be a President, Vice-president, Secretary and Treasurer. These elected officers shall additionally serve as members of the Board of Directors. The President shall also be an ex-officio member of all committees. The past President shall be a non-voting member of the Board of Directors for two (2) years after that person's term expires. If a past President is elected to the Board of Directors, that person shall become a voting member.

SECTION 2: Officers shall be nominated in accordance with the procedures outlined in Article VII, Section 3.

SECTION 3: Officers shall be elected by the membership at the annual scheduled meetings, with mail-in votes of members unable to attend being included.

SECTION 4: Officers will be elected for a two (2) year term.

SECTION 5: Unscheduled vacancies that occur, may be filled by appointment or may be left vacant by the Board of Directors until the membership can elect a replacement officer at the next scheduled meeting. In case of a vacancy in the President's office, the Vice President will assume the duties of the President until the membership meets to elect a new President. In case of an appointment or election to fill an unscheduled vacancy, the term of the replacement will be only for the uncompleted portion of the term to be filled.

SECTION 6: All Officers of the Society shall serve without pay.

SECTION 7: Officers may be asked to resign from office by the Board of Directors for absences from two (2) consecutive meetings, due to non-participation, or for other just cause. Officers may be removed from office by majority vote of the voting membership at any time. Two (2) of the Directors, elected as "Directors -at-Large" will not be required to attend annual meetings

ARTICLE IX - DUTIES OF OFFICERS AND COMMITTEES

Officers shall perform such duties as set forth in these by-laws and such other duties as may be assigned to them by the Board of Directors or the membership.

(a) The President shall preside over all business of the Society. The President will appoint committees as needed, and will be an ex-officio member of all committees. The President will be the official spokesman for the Society and will perform all other duties normally assigned to the office of a President.

(b) The Vice President shall preside and assume the duties of the President in any case where the President cannot assume his normal duties, or at the request of the President. The Vice President will also have the primary duties of promoting the Society in the areas of public relations, information, and membership recruiting. The Vice President shall be responsible for organizing and conduction the annual meeting.

(c) The Secretary shall keep and supervise the record keeping of the Society. The Secretary shall correspond with members and other organizations regarding organizational business as required. The Secretary shall work with the Vice President in the area of public relations and membership recruiting.

(d) The Treasurer shall conduct all financial transaction, and shall maintain an accurate accounting of such transactions of the Society to include receiving and providing receipts for fees and dues from members, accounting for all expenditures, and payment of all bills justly acquired by the Society. The Treasurer shall maintain an accurate record of membership and periods of such membership as established by dues payments, and will provide this list to the Secretary on a regular basis. A semi-annual report of the financial status of the Society shall be forwarded to the President and will include as a minimum, the beginning balance, all expenditures for the month, and the current balance of the Society's funds.

ARTICLE X - CHANGE OF BY-LAWS

The by-laws may be altered, amended, or new by-laws may be adopted by a two-thirds majority of those members who vote by ballot when such matters are submitted to the membership for vote. The Board of Directors may also perform such actions described above by a vote of two-thirds of the Board membership, subject to final approval of the majority of those members who vote by mail-in ballot or in person, at the next scheduled annual meeting. Such Board actions become effective upon approval of a majority of the Board, and will remain so until, and unless, rescinded by the membership as specified above.

ARTICLE XI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director, Officer, or person designated by same to expend funds on behave of the Society, shall be indemnified against all expenses and liabilities reasonably incurred in connection with any proceeding to which may become involved as a designated representative of he Society, except when such persons are adjudged by the Board of Directors and membership of willful misfeasance or malfeasance in the performance of their duties.

Summary of Bylaw Revisions

7/97 - Bylaws revised at annual meeting. Directors-at-Large added to bylaws at this meeting.