

ST. GEORGE ASTRONOMY GROUP

BY- LAWS

Adopted on the 8th day of November, Two Thousand and Twenty-two, A.D.

ARTICLE I - Name

The name of this organization shall be the St. George Astronomy Group hereinafter referred to as SGAG or the Corporation.

ARTICLE II - Purposes

The purposes of the SGAG, in keeping with its Articles of Incorporation, shall be to:

- (a) Advance interest in, and appreciation and understanding of the science of astronomy via education, public star parties and other events
- (b) Perform education about proper lighting and its contribution to preservation of dark skies over southwest Utah
- (c) Engage in such other activities as promote a general interest in the science of astronomy

The science of astronomy shall be interpreted to include general astronomy, astronomical instruments and associated hardware and software, night sky and astrophotography, astrobiology and all other related subject matter areas as they pertain to the science of astronomy. The general functions of the SGAG will be those formally included in astronomical societies, clubs, leagues, associations, and the like.

ARTICLE III - Membership

1. **Eligibility** - Any person who is in sympathy with the objects and purposes of the SGAG shall be eligible for membership.
2. **Classification** - Membership shall consist of Honorary Members, Life Members, and such other classes as may be from time to time authorized by the Board of Directors.
3. **Member** - Any person who has been granted membership in the SGAG.
4. **Annual Memberships** - Memberships other than Honorary Memberships and Life Memberships which shall have dues payable generally on an annual basis according to a schedule prepared by the Board of Directors.
5. **Permanent Memberships** - Honorary Memberships and Life Memberships are permanent memberships and are for natural persons only.
6. **Dues** - Dues of the various membership classes shall be determined in accordance with a schedule prepared by the Board of Directors, which schedule may be changed not less than three months prior to the calendar year to which the change applies. Dues paid are non-refundable.
7. **Privileges** - All members eighteen years of age or older shall have the right to vote. A member who is other than a natural person shall exercise any voting privileges through an official representative, who shall have one vote. Only members whose dues are fully paid shall be entitled to vote. Other privileges of all classes of membership will be set forth by the Board of Directors in the Schedule of dues.
8. **Junior Activities Members**
 - a. **Eligibility** - Any member of the SGAG in good standing who is seventeen years of age or under may participate in the activities of the Junior Membership Group.
 - b. **Privileges** - Junior members of the SGAG shall have all privileges of other members of the SGAG except the right to vote at meetings of the SGAG, excepting that the officers of the Junior Membership Group and the Junior Membership Group Directors who shall not exceed five in number, shall have the right to vote at meetings of the SGAG. The Junior

Membership Group shall have the right to conduct regular meetings, elect officers of and from their group, and devise a set of governing rules for their group. These governing rules must be compatible with the By-Laws of the SGAG and are subject to the approval of the SGAG Board of Directors.

- c. **Junior Advisor** - A member of the SGAG, eighteen years of age or older, shall be appointed annually by the Board of Directors as Junior Advisor. This appointment is to be made with the advice and consent of the Junior Membership Group. The Junior Advisor shall advise and counsel the Junior Membership Group and be responsible for all monies allocated to or earned by the Junior group.
9. **Non-Payment of Dues** - Any members who shall default in the payment of annual dues for a period of one month after the same has become due shall become an inactive member. Members may become active by resuming dues payments.
10. **Resignation** - Any member in good standing may resign by presenting such resignation in writing to the secretary.
11. **Expulsion** - Any member may be expelled for just cause by a two-thirds vote of the membership present and voting at any regular or called meeting provided that a written statement of charges be given not less than 15 days prior and a fair opportunity for the member to be heard orally or in writing be given not less than 5 days prior to the effective date of such expulsion.

ARTICLE IV - Board of Directors

1. **Responsibilities** - Responsibilities for carrying on the work of the SGAG shall be delegated to the Board of Directors by the members of the SGAG. The Board shall have the authority to do the following:
 - a. Determine and carry out the program and policies of the SGAG.
 - b. Affiliate SGAG with or join other organizations with goals and purposes compatible with the SGAG.
 - c. Hold the title in and to the monies and all other property belonging to the SGAG; no investment of the SGAG's funds and no sale of the SGAG's property shall be made without the affirmative vote of two-thirds of all members of the Board of Directors.
 - d. Approve all contracts or leases and control operating funds.
 - e. Prescribe rules governing an election and appoint tellers to conduct it.
 - f. Appoint additional members of the Board of Directors, no more than two of whom shall be in office at any one time. Appointments to the Board of Directors shall terminate at the next annual meeting of the SGAG.

The Board of Directors shall be empowered to enter into indebtedness only to the extent of and not to exceed the cash assets of the SGAG unless so authorized by a two-thirds vote of the membership.

The Board of Directors shall determine those matters to be submitted to the members of the SGAG for review and discussion and those matters to be submitted for vote. The Board shall accept the action of the members on those matters submitted for vote, and shall be guided by the discussion of the members on matters submitted for discussion only.

2. **Number** - The Board of Directors shall consist of five elected members, and not to exceed two additional members appointed by a majority of the elected Directors present and voting.
3. **Eligibility** - Any member eighteen years of age or older and in good standing shall be eligible for election to the Board of Directors.

4. **Election of Directors** – The election of Directors shall be for the number of Directors whose terms are expiring. Or, if there are no terms expiring, the election shall be for the entire Board of Directors.

Candidates for the Board of Directors shall be nominated by the members of the SGAG at the annual meeting of the SGAG.

In case of a tie between candidates, if a decision is required to determine who shall serve a term as Director, the decision shall be made through lots cast by the chairman of the tellers; the candidate to whom the lot falls shall be elected.

5. **Term of Office** - The term of office for the members of the Board of Directors shall begin at the meeting at which they are elected or appointed and qualified.

If the entire Board is being elected, those two candidates receiving the greatest number of votes shall be elected for a term of three years. The two candidates receiving the third and fourth greatest number of votes shall be elected for a term of two years. The candidate receiving the fifth greatest number of votes shall be elected for a term of one year.

In all other elections Directors shall be elected for a term of three years.

6. **Officers** - The officers of the SGAG shall be a President, a Vice President, a Secretary, and a Treasurer. If necessary, the offices of Secretary and Treasurer may be combined.
7. **Election of Officers** - All officers shall be elected annually by the Board of Directors from its membership at its first meeting following the annual election of Directors. Officers shall hold office for one year or until their successors shall have been elected and qualified.
8. **Vacancies** - Any vacancy occurring in the Board of Directors may be filled only by appointment by the Board of Directors for the remainder of the calendar year in which the vacancy occurs. At the next annual meeting the remainder of the unexpired term will be filled by election by the SGAG membership.
9. **President and Vice President** - The President of the SGAG shall preside at all meetings of the SGAG and at all meetings of the Board of Directors, shall be an ex officio member of all committees, shall coordinate all activities of the SGAG, and be the chief executive officer of the SGAG, and shall with the Secretary sign contracts and leases approved by the Board of Directors. In the event of the absence of the President at a meeting of the SGAG or the Board of Directors, the Vice President shall preside. If both are absent, a chairman pro tempore may be elected.
10. **Secretary** - The Secretary of the SGAG shall have general charge of the correspondence, minutes, and records of the SGAG and its Board of Directors, and shall be Secretary of the Board of Directors, and shall with the President sign contracts and leases approved by the Board of Directors.
11. **Treasurer** - The Treasurer of the SGAG shall, in the name of the SGAG, receive, hold, invest and distribute the funds of the SGAG in such manner only as the SGAG may vote or as the Board of Directors may direct. The Treasurer shall keep a complete and true record of all monies and securities of the SGAG and shall enter all receipts and expenses in account books. The Treasurer shall be required to give a financial report at every business meeting. Such records and books shall be the property of the SGAG. The Treasurer shall be the custodian of all papers relating to the title to property owned by the SGAG. The Treasurer shall render to the SGAG at its annual meeting, a report showing receipts and disbursements for the previous year, in such detail as to give a fair idea of the character of the business transacted. An annual audit shall be made by a committee appointed by the President.
12. **Removal from Office** - Any Directors who shall be absent from three or more consecutive meetings of the Board of Directors and/or business meetings of the SGAG or shall be absent from more than six meetings of the Board of Directors and/or business meetings of the SGAG during the calendar year shall automatically be removed from the Board of Directors. If a Director is removed from the Board of Directors for absenteeism, and wishes to appeal his removal, he may

do so at the next regularly scheduled business meeting at which he must receive a two-thirds vote of the SGAG members present and voting for reinstatement onto the Board of Directors. Any elected or appointed Director or Officer may be removed from office for cause by a two-thirds vote of the SGAG members present and voting at any annual or regularly scheduled meeting of the SGAG. A statement of charges in writing and a fair opportunity for a hearing in the member's defense must have been provided prior to such voting.

ARTICLE V - Property

Title in and to the money and all other property belonging to the SGAG shall be vested in the Board of Directors, who may divest themselves of same as they deem advisable in accordance with Article IV 1.c. or as directed by a 2/3 (two-thirds) majority of voting members in good standing, present, provided a quorum is present.

ARTICLE VI - Dissolution

Upon dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as any exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), as the Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Courts of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - Meetings

1. **Annual Meeting** - The annual meeting shall be the first meeting of each calendar year, except that if no meeting is scheduled for January, one must be called for the purpose of an annual meeting and election of Directors.
2. **Other Meetings** - Meetings shall be held according to a schedule thereof as may be adopted from time to time by the SGAG Board of Directors. The President may call a meeting at any time with three (3) days notice. Any five members may petition the President for and have a meeting called at their request.
3. **Business** - Business shall be conducted only at meetings of which the members have had advance notice, as by previously adopted schedule of meetings or otherwise.
4. **Quorum** - A quorum for any meeting of the SGAG shall be ten members. A quorum the Board of Directors shall be four members of the Board of Directors.

ARTICLE VIII - Committees

There shall be committees appointed by the President as may be necessary to carry out the functions of the SGAG. Standing committees appointed at the beginning of each year shall include: Programs, Outreach and Website.

ARTICLE IX - Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised, shall govern the SGAG in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation, By-Laws, or special rules of the SGAG.

ARTICLE X - Amendments

These By-Laws may be amended, added to, modified, or repealed at any regular or called meeting of the SGAG by a two-thirds vote of the voting members in good standing present, provided a quorum is present and providing that the amendment has been proposed and read at the preceding meeting.