

**A Compendium of
Articles of Incorporation, Bylaws, Resolutions,
Positions, and Responsibilities
and Other Useful Information**

of

The Albuquerque Astronomical Society

Compiled by Barry Spletzer

Send comments, corrections, additions, subtractions, etc. to secretary@taas.org

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Original Bylaws drafted by George Pellegrino and Michael Fisk

This document shall be considered as an official instrument of The Albuquerque Astronomical Society.

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Bylaws and Resolutions Summary

Introduction

This section provides a concise summary and cross reference of the bylaws and resolutions. It groups the information into topical sections. All information is summarized directly from the bylaws and resolutions. Each piece of information is cross referenced indicating which bylaw or resolution it comes from. Bylaws are referenced by article and section number. For example, Article VIII, Section 2.03 is referenced as A-8.2.03. Resolutions are referenced by a capital letter followed by a number.

This summary is not guaranteed to be legally accurate, it is only intended as a handy tool to sort out all the confusion of the bylaws.

Nomination, Election, Appointment and Removal Procedures

Annual Election

A Nominating Committee (NC) selects the 4 prospective Directors (slate) to serve as officers for presentation at the Annual Meeting (A-8.2.01). The officers are President, Vice President, Secretary and Treasurer (A-6.1).

The NC is formed at the October Board of Directors (BoD) meeting unless the BoD decides otherwise (A-8.2.01). The NC consists of 3 members, at least one of which is a Board member (A-8.2.01, A-8.2.02). Any Board member may nominate any member to the NC (A-8.2.03).

The NC membership is decided by vote of the BoD (A-8.2.01). The three members with the most votes are the NC (A-8.2.01). The NC appoints its own Chair, with the President resolving conflicts (A-8.2.01).

An NC member cannot be on the slate (A-8.2.01). Any member can be nominated.

The NC develops guidelines for the selection of the slate (A-8.2.02). The NC chair presents these guidelines to the BoD at the next BoD meeting (A-8.2.02).

The NC selects a slate of four candidates from the membership to be presented at the Annual Meeting (A-8.2.02).

The procedure for electing the four Directors is:

The Annual Meeting is in January in each year, (or within 13 months of last Annual Meeting) (A-5.1). The meeting is called to elect officers and directors and conduct other business (A-5.1).

At the Annual Meeting, the NC Chair presents the slate and the offices they will hold and moves for a vote to elect them (A-8.2.03).

The motion must be seconded. Following debate, the motion is voted on. If it passes, the slate assumes the new positions. If the motion fails, nominations are taken from the floor (A-8.2.03).

One 10 minute recess may be called by the NC Chair. No recess may be called while there is a motion on the floor (A-8.2.03). The Four Directors then determine which office each holds (A-8.2). These Directors then elect up to ten (10) other Directors forming the BoD (A-8.2).

After election, the new BoD immediately determines which office each holds. It also meets to (re-)appoint other Directors. This meeting is within 2 weeks of election (A-8.2.04).

Any member may request to serve on the Board with an evaluation period. Decision to be made in 30 days by the BoD.

Terms, Vacancies and Removal

All Directors serve until the next election, or until removal by BoD majority (A-8.3). Directors/staff are removed from office automatically if they miss 3 consecutive Board meetings without excuse (A-8.3). Board members must be New Mexico residents (A-8.3).

A majority of the Board can fill Board vacancies or newly created Directorships (A-8.4).

Officers are removed by a majority of the membership in a secret written ballot (A-6.3). All vacancies are filled by the BoD (A-6.3).

Any appointed staff may be removed by the BoD (A-7.2).

Any member may be removed from TAAS by the Board of Directors (Board) (A-16).

Board of Directors Powers, Duties, Etc.

The officers are President, Vice President, Secretary and Treasurer (A-6.1). Each officer is a BoD member (A-6.1). A person can hold multiple offices except for President and Secretary (A-6.1).

Each Officer serves until the next Annual Meeting, a successor is elected, or the Officer resigns (A-6.2).

Powers and duties of the officers are by resolution of the BoD (A-6.4). Otherwise, officers have customary powers and duties (A-6.4).

TAAS is managed by the BoD (A-8.1).
Bylaws may be changed by a 2/3 majority of the BoD at any Board meeting (A-15).

BoD determines classes of membership, dues and privileges. Changes require 30 day notice (A-4).

TAAS fiscal year is determined by the BoD (A-20).

The BoD decides how donations are used (A-25.3).

Membership classes and dues are determined by the BoD with 30 days notice in dues increases (A-10).

Appointments

Officers in addition to the President, Vice President, Secretary and Treasurer may be elected by the BoD at any meeting (A-6.1).

The BoD appoints staff and committees as necessary (A-7.1). One person may hold multiple positions, and may be a Board member (A-7.1).

The BoD may appoint committees of the Board, each consists of three or more Directors and has authority permitted by law (A-9).

By January each year, the BoD establishes the Events Policy and Procedures Committee (EPPC) consisting of at least three Board members (A-23.1).

A TAAS Board member position of GNTD Director is established and filled by BoD appointment at the June BoD meeting each year (A-26.1). The GNTD Committee is created by the BoD (A-26.2).

Board Meetings

The Annual Meeting of the BoD is held immediately after the annual membership meeting (A-8.5). The BoD may set up regular meetings by resolution (A-

8.5). Time and place is set by the President (A-8.5). If no place is specified in the resolution, regular meetings are at the President's home (A-8.5).

At the BoD meeting following election, the President tasks the Vice President, Secretary, and Treasurer with developing an asset inventory (A-24.1.01). Each year, the BoD defines the term Item and specifies the inventory report format (A-24.1.04).

Special BoD meetings of may be called by two Directors and are at the President's home unless the BoD decides otherwise (A-8.6).

At least 2 days (12 hours for urgent meetings) notice is given for special BoD meetings. Notice is written or by phone. Meeting purpose need not be specified (A-8.7).

Notice of BoD meetings are in the newsletter, if practical (A-8.8).

A majority of Directors is a quorum. A majority may adjourn a meeting without a quorum (A-8.9). A majority of a quorum of Directors acts for the BoD (A-8.10).

Interest in a BoD action does not disqualify a Director from voting (A-22).

Directors may take action without a meeting with written consent of all directors (A-18).

Financial Duties

The BoD may authorize anyone to enter into a contract in the name of TAAS (A-12.1).

No loans or debts are allowed without BoD resolution (A-12.2).

All checks are signed by the Treasurer or other persons designated by the BoD (A-12.3).

All funds are deposited from time to time in banks, trust companies, etc. As selected by the BoD (A-12.4).

A financial report is provided by the Treasurer at the monthly BoD meeting or as determined by the BoD (A-12.5).

Funds can be solicited only with no implied reciprocity. Acceptance must be approved by the BoD (A-25).

Expenses other than operating funds taken from the general fund are pre-approved by BoD (A-25).

BoD determines dues. Changes require 30 day notice (A-4).

Name, Logo, and Stationery Duties.

Our name is The Albuquerque Astronomical Society. The logo and former name (the Albuquerque Astronomers) are registered trademarks (A-1, A-12.6.01). Changes to the name and/or logo are made by a majority of the BoD and are registered within 60 days of the change (A-12.6.01).

Use of the name and/or logo is controlled by the BoD and includes, for example business cards, stationery, commercial advertisements, endorsements and sponsorship (A-12.6.01).

Use of the name and/or logo by members is granted by the BoD via petition as outlined below (A-12.6.01).

Business cards containing TAAS name, logo and P.O. Box of TAAS may be provided to Directors (A-12.6.01). If a Director wishes to add their name, the year that the Director is seated must appear. The title of "Director" or the name of office held may be included (A-12.6.01).

Non-Board members, at their own expense, may have cards printed with TAAS name/logo with permission of the BoD if application is made in writing including a sample card and, the card includes the words "Member of" adjacent to and not less than 2 points larger than the name of TAAS (A-12.6.01).

Stationery containing the TAAS name/logo is restricted to use by Directors for TAAS business (A-12.6.01). The BoD may approve stationery use by non-Board members (A-12.6.01).

TAAS name/logo is not used for any commercial advertisement or endorsement (A-12.6.01).

Use of TAAS name/logo for events with other organizations shall be for education or public service only. Promotions for this sponsorship must be approved by the BoD (A-12.6.01).

The Board must investigate all cases of alleged logo/name misuse. A vote by secret ballot of the Board decides whether there has been a violation (A-13.4.04).

Violators are permanently expelled from TAAS by resolution of the BoD and notification in the newsletter (A-13.5.01).

Boilerplate

TAAS is a nonprofit organization for charitable, educational, and scientific purposes, relating to astronomy under Section 501(c)(3) (A-2).

TAAS's principal office is the president's home (A-3). The Board of Directors (Board) can establish branch offices elsewhere in New Mexico (A-3).

The corporation will indemnify each Director and officer to the full extent of the Nonprofit Corporation Act (A-21).

Roberts Rules of Order, Revised may be used for any meeting (A-17).

If TAAS is disbanded, no assets may benefit any of the Directors. All assets must be distributed by the Directors to organizations for charitable, scientific, literary, or educational purposes (A-19).

Membership Meetings

Annual Meeting is in January in each year, (or within 13 months of last Annual Meeting) (A-5.1). The meeting is called to elect officers and directors and conduct other business (A-5.1).

Regular meetings are held by resolution of the BoD (A-5.2). Time and place are fixed by the President (A-5.2). Meetings contain an informative presentation and conduct corporate business (A-5.2). Meetings are normally held monthly (A-5.2).

Special meetings, for any purpose, may be called by the President, BoD, or 20% of the membership (A-5.3).

Meetings can be anywhere (A-5.4). The default location is the President's home (A-5.4).

Written notice of meeting place and time (and purpose for special meetings) must be delivered to each member 10-50 days before the meeting (A-5.5). Notice of the meeting in the newsletter is sufficient (A-5.5). A signed waiver constitutes notice. Attendance at a meeting constitutes waiver of notice of the meeting (A-14).

20% of the membership is a quorum (A-5.6). If less than a quorum is present, a majority may adjourn the meeting (A-5.6). Business can be resumed at a re-scheduled meeting (A-5.6). A quorum and a majority is required to transact business (A-5.6).

Proxies are acceptable at any meeting (A-5.7). Proxies may be filed with any officer before a meeting (A-5.7).

Newsletter

The newsletter is published each month and is delivered to the members at least (5) days before the month's membership meeting (A-11). The newsletter contains a summary of the minutes of the previous month's membership meeting (A-12).

Newsletter articles are due on the night of the BoD meeting (RC-1).

Membership Records

The Secretary or BoD designated member maintains the membership roster (A-13.1).

The use of the membership roster is restricted to TAAS business (A-13.3). Allowed uses include newsletter mailing labels, polling of members on TAAS related issues, notifying the membership of TAAS events, collecting statistical data for TAAS, and soliciting proxy votes (A-13.3.01). Prohibited uses include a mailing or phone list for any business or for activities not related to TAAS, selling the roster, giving the roster to anyone not approved by the BoD (A-13.3.02).

Prohibited use of the roster is considered to have taken place if (A-13.4): several members receive a similar communication from a source unrelated to TAAS (A-13.4.01); members with unlisted phones receive similar communications from a source unrelated to TAAS (A-13.4.02); or a large segment of members receive a similar communication not related to TAAS (A-13.4.03).

For all cases of alleged misuse, the Board must investigate. A secret ballot of the BoD decides whether there is a violation (A-13.4.04).

Violators are permanently expelled from TAAS by resolution of the BoD and notification in the newsletter (A-13.5.01). Legal remedy may be sought instead or in addition (A-13.5.02).

The roster carries the caption: "This information is confidential and is the property of The Albuquerque Astronomical Society. Unauthorized use is strictly forbidden." (A-13.5.04)

Ignorance of this article is not a defense (A-13.5.05).

Membership roster regulations may be amended only by (A-13.6): a majority vote of the BoD or 8 Directors, whichever is greater, at a regular Board meeting (A-13.6.01); posting of the changes for 3 months in the newsletter (A-13.6.02); and a 2/3 majority vote of the members at the next regular meeting (A-13.6.03). If the motion does not carry, all votes and proposed amendments are null and void (A-13.6.04).

Events Policy and Procedures Committee

By January each year, the BoD establishes the Events Policy and Procedures Committee (EPPC) consisting of at least three Board members (A-23.1).

The EPPC develops an event policy and presents it to the BoD by the February meeting for amendment and approval by majority vote. The policy is in effect for 13 months or until a new policy is approved (A-23.2). The policy is published in the first newsletter after the February BoD meeting (A-23.3).

Asset Inventory

Each year, at the BoD meeting following election, the President tasks the Vice President, Secretary, and Treasurer with developing an asset inventory (A-24.1.01)

The Treasurer presents the Asset Inventory to the BoD within two months (A-24.1.02).

The Secretary maintains record of the Asset Inventory (A-24.1.03).

Each year, the BoD defines the term Item and specifies the inventory report format (A-24.1.04).

The inventory includes condition, location and replacement cost (\$25 minimum for telescope loan program and \$100 minimum for other items) of all items owned by TAAS; A complete list of items in the society library in even numbered years; and condition and location of all items on loan to TAAS (A-24.1).

Finances and Donations

The preferred method for accepting donations to TAAS is for the donor to attend or ask a Director to represent him at a BoD meeting to make the offer to donate (A-25.1).

Members may accept unconditional donations for TAAS when, delay from the above would jeopardize the donation. An inventory of the donation and the name and address of the donor is given to the Secretary no later than the next BoD meeting (A-25.2).

The Treasurer records the name and address of the donor, provides a receipt to the donor including an inventory and the estimated value, attaches the inventory as an appendix to the asset inventory, provides anonymous donor information to TAAS officers only, instructs the newsletter editor to acknowledge the donation (A-25.3).

The BoD decides how the donation is used (A-25.3).

GNTO Operations

A TAAS Board member position of GNTO Director is established and filled by BoD appointment at the June BoD meeting each year (A-26.1)

The GNTO Director (A-26.1) presents his annual budget by the October BoD meeting. The budget is approved by the November BoD meeting. Funds, are allocated by the Treasurer to the GNTO. The GNTO Director gives appropriate receipts to the Treasurer.

The GNTO Director keeps the BoD informed of GNTO issues via a report at monthly BoD meetings; serves as contact and coordinates GNTO operation as directed by the BoD; coordinates use of GNTO by members and scheduling events at GNTO; provides members with GNTO information via the newsletter.

The GNTO Director provides the Secretary with names of those who assist in GNTO efforts; keeps the BoD informed of GNTO issues via a report at monthly BoD meetings; serves as contact and coordinates GNTO operation as directed by the BoD; coordinates use of GNTO by members and schedules events at GNTO; and provides members with GNTO information via the newsletter.

The GNTO Committee is created by the BoD. The committee is chaired by and assists the GNTO Director who may designate one committee member

as the GNTO Site Manager. GNTO Committee consists of three Board members (A-26.2).

GNTO is available for members and their supervised guests. GNTO use is coordinated through the GNTO Director (A-26.3).

Two adult Society members must be present at GNTO public education events (A-26).

Alcohol, drugs, disturbing activities, and pets are prohibited at GNTO and TAAS event (A-27).

Light Pollution and Dark Skies

TAAS is a member of the International Dark Sky Association (IDSA) for \$100.00 per year (R-1).

Dark Sky NM Special Interest Group is sanctioned by the BoD (R-5).

Behavior at Events

(A-27)

Articles of Incorporation

Article I - Name

The name of the corporation is THE ALBUQUERQUE ASTRONOMICAL SOCIETY.

Article II - Period

The period of its duration is perpetual.

Article III - Purposes

The purposes for which the corporation is organized are for: charitable, educational, and scientific purposes relating to astronomy, including, for those purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code; and for all other purposes permitted by the Nonprofit Corporation Act.

Article IV - Dissolution

Upon dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to or inure to the benefit of any of the Directors of the Corporation, but all property and proceeds shall, subject to the discharge of valid obligations of the Corporation and to the applicable provisions of law, be distributed as directed by the Directors of the Corporation among any one or more corporations, trusts, community chests, funds or foundations organized and operated exclusively for charitable, scientific, literary, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder, member or individual and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation.

Article V – Disbursement of Earnings

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to the members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three. No substantial part of the activities of the Corporation will be carrying on propaganda or

otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Article VI – Registered Agent

The name of its initial registered agent, and the street address and city of the initial registered office in New Mexico are:

George Pellegrino
7001 Blue Water Road, NW
Albuquerque, New Mexico 87105

Article VII – Initial Directors

The number of directors constituting the initial Board of Directors is five, plus one honorary member, and the names and addresses of the persons who are to serve as initial directors are:

George Pellegrino
7337 Ticonderoga Road, NE
Albuquerque, New Mexico 87109

Dave Finley
1917 Moon, NE
Albuquerque, New Mexico 87112

James T. Cox
Star Road 1, Box S515
Moriarity, New Mexico 87035

Bruce Levin
14328 Mocho, NE
Albuquerque, New Mexico 87123

Col. MacPherson Morgan
408 Monte Largo, NE
Albuquerque, New Mexico 87123

Honorary member
Michael Fisk
3036 San Raphael, SE
Albuquerque, New Mexico 87106

Article VIII - Incorporators

The name and address of each incorporator is:

George Pellegrino
7337 Ticonderoga Road, NE
Albuquerque, New Mexico 87109

Dave Finley
1917 Moon, NE
Albuquerque, New Mexico 87112

James T. Cox
Star Road 1, Box S515
Moriarty, New Mexico 87035

Bruce Levin
14328 Mocho, NE
Albuquerque, New Mexico 87123

Col. MacPherson Morgan
408 Monte Largo, NE
Albuquerque, New Mexico 87123

Bylaws as Amended

The bylaws shown here are constructed from the original bylaws with the additions, deletions and changes specified by the subsequent bylaw amendments incorporated.

Article I - Name

The name of the corporation shall be THE ALBUQUERQUE ASTRONOMICAL SOCIETY.

Article II - Purpose

The purposes for which the corporation is organized are for charitable, educational, and scientific purposes, relating to astronomy, including, for the purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of The Internal Revenue Code or corresponding section of any future federal tax code; and for all other purposes permitted by the Nonprofit Corporation Act.

Article III - Offices

The principal office of the corporation shall be located at the residence of the current President of the corporation, unless otherwise stated by the Board of Directors. The Board of Directors shall have the power and authority to establish and maintain branch or subordinate offices at any other location within the state of incorporation.

Article IV - Members

Classes of membership and respective dues and privileges shall be determined from time to time by the Board of Directors; provided that changes shall not be effective until thirty days after such action.

Article V - Meetings of The Membership

Section 1. Annual Meetings

The Annual Meeting of the membership shall be held during the month of January in each year, or within thirteen months from the previous Annual Meeting, at a date, time, and place to be determined by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of the officers and members of the Board of Directors is not held on the day designated herein for

any Annual Meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the members as soon thereafter as is convenient.

Section 2. Regular Meetings

Regular meetings of the membership shall be held as provided by resolution of the Board of Directors, at a time and place fixed by the President. No further notice of regular meetings need be given. The meetings are held for the purpose of an informative presentation and any corporate business that need come before the membership. Regular meetings will normally be held every month, except for the month of the Annual Meeting, unless the Board of Directors specifically decides that it is in the best interest of the corporation and the membership to cancel a regular meeting.

Section 3. Special Meetings

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not fewer than twenty percent of the members of record.

Section 4. Place of Meeting

The Board of Directors may designate any place within or without the state of incorporation as the place of meeting for any Annual Meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be the principal office of the corporation as described herein.

Section 5. Notice of Meeting

Written or printed notice stating the place, day, and hour of the Annual Meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member of record not less than ten nor more than fifty days before the date of the meeting, either personally or by mail at the direction of the President or his designee. If mailed, such a notice shall be deemed to be delivered three days after deposited in the United States mail addressed to the member at his address as it appears on the membership record books of the corporation with postage thereon prepaid.

Written notice of the meeting in the corporate newsletter shall be considered sufficient notice of the meeting if the corporate newsletter is delivered as provided in this section.

Section 6. Quorum Requirements for Members of the Membership

Twenty percent of the current membership of the corporation entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of members. If less than a quorum is represented, a majority of the members so represented may adjourn from time to time without notice. At a re-scheduled meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally scheduled. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding withdrawal of enough members to leave less than a quorum. A majority of members present at a meeting at which a quorum is present and entitled to vote on a matter will be required for the transaction of business at the meeting.

Section 7. Proxies

At all meetings of members, a member may vote by proxy executed in writing. A proxy shall be filed with any corporate officer before or at the time of the meeting.

Article VI - Officers

Section 1. Number and Vacancies

The officers of the corporation shall be President, Vice President, Secretary and Treasurer, each of whom shall be a member of the Board of Directors. Other officers and assistant officers, as deemed necessary by the Board, may be elected by the Board of Directors at any meeting. Any two or more offices may be held by the same person except for the offices of President and Secretary.

Section 2. Term of Office

Each officer shall hold office until the next Annual Meeting of the members to elect the Board of Directors, until a successor has been duly elected and qualified, or until he or she resigns or is removed, pursuant to Section 3.

Section 3. Removal and Vacancies

Any officer elected by the membership may be removed by a majority vote of the membership. That vote shall be by secret written ballot. If a vacancy in office is caused by the removal of an officer, death,

resignation, or otherwise, such vacancy shall be filled by the Board of Directors.

In case of vacancy of any other office: The Board of Directors shall appoint a Society member to fill the vacancy.

Section 4. Powers and Duties

The powers and duties of the officers shall be as provided from time to time by resolution or other directive by the Board of Directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by the like officers of the corporations similar in organization and business purposes to this corporation.

Article VII - Appointed Staff

Section 1. Number and Vacancies

The Board of Directors may appoint any staff deemed necessary for operation of the corporation. Any two or more appointed staff positions may be held by the same person and may also be held by a member of the Board of Directors. The appointed staff may form committees at the request of the officers or the Board of Directors.

Section 2. Removal and Vacancies

Any appointed staff member appointed by the officers or by the Board of Directors may be removed by resignation, death, or by decision of the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby. At the meeting of the Board of Directors, special or otherwise, the Board will decide how best to fill this position.

Article VIII - Board of Directors

Section 1. Powers and Duties

Business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number and Vacancies

The membership shall elect four (4) Directors at the Annual Meeting of the membership. The Directors will then determine which office they will hold. The Board of Directors shall then have the power to elect up to ten (10) other members as specified by resolution of the Board of Directors. These other members need not be appointed staff members. Each of these appointed directors shall hold the position of Appointed Director.

Section 2.01. Nominating Committee

The procedure by which prospective Directors are initially selected and presented for consideration at the Annual Meeting is through the recommendation of a Nominating Committee:

Formation:

01: The Nominating Committee shall be formed at the October meeting of the Board of Directors or other meeting as deemed expedient by a majority of the Board. This committee, when formed, shall consist of three Society members.

02: No less than one of the committee members shall be a current Board member.

03: Any Board member may nominate another member of the Board or the membership at-large to serve on the Nominating Committee. However, any member who stands for office can not serve on this committee.

04: All, nominees will be voted on by the Board and the three members who receive the most votes shall be the members of that committee provided one of them is a current Board member as outlined in subsection 2.01.02 above.

05: The committee members may appoint their own Chair. Should all three wish to Chair this committee, the President of the Society shall appoint the chair.

Section 2.02. Duties

01: This committee shall develop fair and equitable guidelines for the selection of worthy candidates for officer positions for the next fiscal year's Board of Directors

02: The committee Chair shall inform the Board of the guidelines developed by the committee at the next regularly scheduled Board meeting and is to see to it that these guidelines are followed.

03: The committee is to search the current Board of Directors and the membership at large to find a suitable slate of four candidates to be presented to the voting membership at the annual business meeting for approval.

Section 2.03. Election Procedure

The procedure for electing the four Directors at the Annual Meeting is as follows:

Motion for a Vote:

01: At the Annual Meeting of the Society, the Chair of the Nominating Committee or designated alternate member of that committee shall present the slate of nominees and the offices they intend to hold, to the membership and move for a vote to elect this slate.

02: The motion put before the membership calling for a vote on this slate must be seconded. If there is no second, the motion fails and nominations are taken from the floor. If there is a second, the motion may be debated in an orderly fashion. Following any debate, the motion is put to a vote. If the motion passes, any or all of the 4 members of the slate can immediately assume the Director position to which they were elected. If the motion is voted down, nominations are taken from the floor.

03: One recess of up to 10 minutes may be called as needed or deemed prudent by the Chair. However, no recess may be called while there is a motion on the floor.

Section 2.04. After the Vote

Upon being elected, the four new officers are the total sum of the new Board and shall immediately determine which office each shall hold. The new officers may vote to appoint new Directors or re-appoint previous Directors to the Board at this time. This meeting can take place at a time and place as set forth by the new officers. However, in order to maintain a smooth transition and proper disposition of The Albuquerque Astronomical Society's ongoing business, this meeting must be held no later than 10 business days after the Annual Meeting.

Section 3. Election, Term of Office, and Removal

The term of office of all board members shall be until the next Annual Meeting of the membership and the election and qualification of his successor, except that a member may be removed from the Board by a majority vote of the Board. Board members shall be removed automatically from the Board and their office and/or appointed staff position if they miss three (3) consecutive Board meetings without excuse. Board members shall be residents of the state of incorporation and members of the corporation.

Section 4. Vacancy

If any vacancy on the Board of Directors exists, a majority of the Board may elect additional members to fill the vacancy. A Director elected to fill a vacancy will serve out the term of the Director's predecessor. A majority of the Board may elect a Director to fill a newly created Directorship.

Section 5. Annual and Regular Meetings

The Annual Meeting of the Board of Directors shall be held without notice other than this Bylaw immediately after the Annual Meeting of the membership. The Board of Directors may provide by resolution for regular meetings, at a time and place fixed by the President without other notice than that resolution. If no place is specified in the resolution, regular meetings of the Board shall be held at the principal office of the corporation.

Section 6. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the or any two Directors and shall be held at the principal office of the corporation or at such other place the Board members may determine.

Section 7. Notice to the Board Members

Notice of any special meetings shall be given at least two (2) working days before the time fixed for the meeting, unless the purpose of the meeting is deemed urgent by the Board member(s) calling said meeting, in which case notice shall be given at least twelve (12) hours before the time fixed for the meeting. Notice shall be by telephonic or written notice delivered personally or mailed to each Director at his home address or by telegram. If mailed, the notice shall be deemed to be delivered when deposited into the United States Mail, so addressed, with postage thereon prepaid. If notice is given by telegram, the notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of any Director at a meeting shall constitute a waiver of notice of such meeting, except where the Director attends for the express purpose of objecting to the transaction of any business, because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 8. Notice to Membership

Notice of meetings of the Board of Directors shall be published in the corporate newsletter, whenever deemed practicable by the Secretary or the Secretary's designee. Lack of notice of the meeting in the corporate newsletter shall not determine whether the meeting is lawfully called, unless the notice in the newsletter shall constitute the only notice to the Directors of the meeting.

Section 9. Quorum Requirements

A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present at such meeting may adjourn the meeting from time to time without further notice.

Section 10. Decisions of the Board of Directors

The act of the majority of the Directors present at the meetings at which a quorum is present shall be the act of the Board of Directors.

Article IX - Committees

The Board may, from time to time, designate and appoint such committees as it may deem appropriate, each of which will consist of three or more full TAAS members in good standing and will have the authority permitted by law. The chair of such committees may be appointed at the discretion of the Board.

Article X - Classes of Membership and Dues

Classes and dues for classes of membership shall be determined from time to time by the Board of Directors; provided that increases shall not be effective until thirty (30) days after such action.

Article XI - Corporate Newsletter

The corporate newsletter shall be published each month of each year and delivered in person or by mail to the membership no less than five (5) days before the meeting of the membership for that month. If mailed, said newsletter shall be deemed to be delivered three (3) days after deposited in the United States Mail, so addressed, with postage thereon prepaid. The newsletter shall contain a summary of the minutes of the previous month's meeting of the membership.

Article XII - Conduct of Business

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, and Orders

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the Treasurer or other such officer or officers, agent or agents, of the corporation and in such manner as shall be from time to time determined by the Board of Directors.

Section 4. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of such corporation in banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Financial Reports

Reports or financial status of the corporation shall be provided by the Treasurer to the Board of Directors each month or as determined by the Board.

Section 6. Name and Logo

Section 6.01. Registration

The name of this organization now known as The Albuquerque Astronomical Society; the logo of this organization and the former name of this organization, the Albuquerque Astronomers, are registered Trade names and /or trademarks filed with the Office of The Secretary of State, State of New Mexico. Any subsequent changes to the name and/or logo shall be approved by a majority vote of the Board of Directors and registered within 60 days of the vote approving the change.

Section 6.02. Use and Control

Use of the name of the Society and/or use of the logo shall be controlled by the Board Directors and shall include but not be limited to the following instances:

01: Business cards

02: Stationery

03: Commercial advertisements and/or endorsements

04: Sponsorship

Use of the name and/or logo by members of the Society or others shall be granted by the Board of Directors by means of the petition procedures as outlined below.

01: Business Cards.

A. Generic business cards containing the name, logo and Post Office box address of the Society may be provided to Directors by the will of the Board of Directors.

B. If a Director wishes to add their name to the generic card provided by the Board, the year that the Director is seated must appear directly below their name. The title of "Director" or the name of office or official position held may be included.

C. Non-Board members, at their own expense, may have business cards printed which incorporate the use of the name and/or logo of the Society with the permission of the Board of Directors applied for as follows:

1. Application shall be made in writing and the request shall include a sample business card or "rough draft."

2. All appearances of the name and/or logo of the Society on the non-Board member business card shall include the words "Member of" adjacent to and in a type size not less than 2 points larger than the name of the Society.

3. Approval must be granted by a majority vote of the Board of Directors.

02: Stationery:

A. Society stationery containing name and/or logo of the Society is restricted to usage by Directors and only for Society business.

B. Use of Society stationery by non-Board members for Society business must be approved by the Board of Directors.

03: Commercial Advertisements:

The name and/or logo of the Society shall not be used for any commercial advertisement or endorsement of any commercial product, service or event.

04: Sponsorship:

A. Use of the name and/or logo of the Society for sponsorship by the Society of Society events *in conjunction with* other organizations or businesses shall be for education or public service only. Any promotional materials created for this sponsorship must be approved in advance by the Board of Directors. Promotions may include but not be limited to mailings, print, radio and television.

B. Use of the name and/or logo of the Society for sponsorship by other organizations or businesses shall be for education or public service only. Any

promotional materials created for this sponsorship must be approved in advance by the Board of Directors. Promotions may include but not be limited to mailings, print, radio and television.

Article XIII - Membership Record Books

Section 1. Maintenance of Membership Roster

The corporate Secretary or a "regular" member of the Society assigned by the Board of Directors shall maintain the membership roster as set forth below:

Section 2. Definitions of Terms Used Herein

Membership Roster: The compilation, or any substantial part thereof of The Albuquerque Astronomical Society's members' names, addresses and phone numbers with the possible inclusion of other information as printed, faxed, copied, electronically represented or stored on magnetic media.

Full Board of Directors: The entire membership of the Board of Directors at a time when the Board consists of the maximum number of Board members that can be seated as prescribed in the Society bylaws or fourteen directors, whichever is greater.

Seated Board: Any number of Board members as may be legally seated at any given time.

A Majority of a "Full Board of Directors": For the purposes of this article, not less than eight (8) members of the Board of Directors.

A Majority of the Membership: For the purposes of this article, a two-thirds majority of the voting membership.

Votes For or Against: by voting members of the Society: For the purposes of this article, all votes pertaining to this amendment must be made in person or by proxy. Proxy votes must be verified 20 business days before the issue is put before the membership for a vote and can only be counted as votes if a majority of a full Board of Directors as defined above accepts them as valid.

Society, Club, Organization, TAAS: The Albuquerque Astronomical Society

Unfamiliar Source: Any individual, organization, institution, business, or group not engaged in business or activities related to the ongoing business of the Society.

Section 3. Purpose and Intent

It is the purpose and intent of this article that the use of the membership roster be restricted to Society business and for the smooth operation of the organization known as The Albuquerque Astronomical Society.

01: The sanctioned use of the membership roster may include but is not limited to the following: the printing of labels for the purpose of mailing the Society newsletter to members, the calling of members to conduct straw polls on Society related issues, to serve notice of a special Society sponsored event, to collect statistical data as it relates to the business of the Society, to solicit proxy votes for matters that concern the Society.

02: Prohibited use of the Society membership roster shall include but not be limited to the following: as a mailing list or phone list for any business whether or not it is related to astronomy, as a mailing list or phone list for activities that are not related to Society business or affairs. The membership roster cannot be sold, bartered or traded for any value, tangible or intangible. The membership roster cannot be given in any form to anyone other than Board members, their assigns or appointees or anyone the Board of Directors deems to be trustworthy.

Section 4. Violations

The prohibited use of the membership roster as generally outlined above shall be considered to have taken place if:

01: Several members of the Society have received a similar communication from an unfamiliar source, when there exists a commonality between these members in their membership in TAAS;

02: Members whose names and/or addresses do not appear in a standard phone directory but have a commonality of membership in TAAS and receive similar communications from an unfamiliar source;

03: When a large segment of members receive a similar communication not related to the business of the Society. In all cases, the similar communication is defined as voice, phone, printed, faxed or electronically delivered messages delivered to individuals that does not conform to the description of sanctioned usage in section 3 above.

04: In any and all cases of alleged misuse of the membership roster, the seated Board of Directors must investigate and confirm or deny such allegations. A secret ballot by a quorum of seated Board members at that time shall decide whether or not any part of this article has been violated.

Section 5. Penalties, Remedies and Notice

01: Unauthorized or prohibited use of the membership roster as outlined above by a member shall be punishable by permanent expulsion from the Society enforced by a resolution of the Board and published in the official newsletter of the Society.

02: Any other remedy provided or allowed by City, State, or Federal law may also be sought in conjunction with or in place of any remedies contained in this article.

03: Upon approval, the entire text of this article shall be published in the official newsletter of TAAS.

04: The caption shall appear on any and all reproductions of the membership roster. This caption shall read as follows: "This information is confidential and is the property of The Albuquerque Astronomical Society. Unauthorized use is strictly forbidden."

05: The absence of this caption or ignorance of this article shall not constitute a defense.

Section 6. Amendment

In the event that the Board of Directors, at a future date, wishes to amend, delete, alter or redirect THIS article, the procedure as set forth below shall be followed:

01: The majority of a full Board as defined in section 2 must reach a decision to amend, etc. at a regular board meeting.

02: Having reached said decision, a posting of the Board's intent to amend, etc. along with a complete text of said intended change shall be published in the Society Newsletter for a period of not less than three months.

03: After the required publication is completed, a majority vote of the membership as described in section 2 must be achieved at the next regularly scheduled membership meeting.

04: If the motion does not carry, all votes on this issue (proxy votes and votes cast in person) shall be

considered null and void. If it is the will of Board to attempt to amend, etc. again, the entire process has outlined above must begin again.

Article XIV - Waiver of Notice

Whenever any notice is required to be given to any member or Director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, or under the provisions of law, waiver thereof in writing signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. Attendance at a meeting will constitute a waiver of notice of the meeting, unless that attendance is for the express purpose of objecting to the transaction of any business at the meeting because the meeting was not lawfully called or convened.

Article XV - Amendments to These Bylaws

Motions for these Bylaws to be altered, amended, or repealed and new Bylaws adopted may be made by the Board of Directors by a two-thirds vote at any Board meeting.

Article XVI - Discipline

Any member may be removed by the Board of Directors.

Article XVII - Rules of Order

Except as otherwise provided for in these Bylaws, Roberts Rules of Order, Revised, may be called upon from time to time for use for the procedure and conduct of any meeting of the corporation, its Board of Directors and all subordinate groups.

Article XVIII - Action by Directors Without Meeting

Any action required or permitted to be taken at a meeting of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors then in office.

Article XIX - Nonprofit Corporation

Upon dissolution or other termination of the corporation, no part of the property of the corporation; or any of the proceeds thereof, shall be distributed to or inure to the benefit of any of the Directors of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to the applicable provisions of law, be distributed as directed by the Directors of the corporation among any one or more corporators, trusts, community chests, funds, or foundations organized and operated exclusively for charitable, scientific, literary, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder, member, or individual and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation.

Article XX - Fiscal Year

The fiscal year of the corporation will be determined by the Board of Directors.

Article XXI - Indemnity

The corporation will indemnify each Director, officer, former Director, and former officers of the corporation and their heirs, legal representative, and assigns to the full extent permitted by the Nonprofit Corporation Act.

Article XXII - Interested Parties

No transaction of the corporation will be affected because a Director or officer of the corporation is interested in the transaction unless the transaction is in violation of the proscriptions of the Articles of Incorporation and these Bylaws against inurement of monetary benefit. Interested parties will be counted for quorum purposes and may vote when the corporation considers the transaction. An interested party will not be liable to the corporation for the party's profits, or the corporation's losses, from the transaction.

Article XXIII - Events Policy and Procedures Committee

Section 1. Formation

Each year, The Albuquerque Astronomical Society's Board of Directors shall establish, no later than the January Board of Directors meeting, an Events Policy and Procedures Committee. The committee will consist of at least three Board members.

Section 2. Duties

The Events Policy and Procedures Committee shall develop an event policy and present said policy to the Board of Directors no later than the February Board of Directors meeting for amendment and approval. Approval shall be by simple majority vote by the Directors. The policy shall remain in effect for 13 months or until the Board of Directors approves a new policy by simple majority vote.

Section 3. Policy Publication

The approved policy shall be published in the first Society newsletter after the February Board of Directors meeting.

Article XXIV – Asset Inventory

Section 1. Duties

01: Each year, at the first Board of Directors meeting following elections, the Albuquerque Astronomical Society President shall task the Vice President, Secretary, and Treasurer with developing an inventory of society assets.

02: The Treasurer shall be responsible for presenting the Asset Inventory to the Board of Directors within two months of the assignment.

03: The Secretary shall be responsible for maintaining record copy of the Asset Inventory.

04: Each year, the Board Directors shall define the term Item used in section 1.01 and specify the inventory report format.

Section 1.01. Requirements

The inventory shall include the following at a minimum:

01: Condition, location and replacement cost of all society owned items associated with the General Nathan Twining Observatory with a replacement cost of more than \$100.

02: Condition, location and replacement cost of all society owned items associated with the society's educational outreach program with a replacement cost of more than \$100.

03: Condition, location and replacement cost of all society owned items associated with the societies loaner telescope program with a replacement cost of more than \$25.

04: A complete list of items in the society library in even numbered years.

05: Condition, location and replacement cost of all society owned items not covered by 01 through 04 with a replacement cost of more than \$100.

06: Condition and location of all items on loan to the society.

Article XXV - Donations

Section 1. Donation Process

Donations may be solicited for The Albuquerque Astronomical Society as long as there is no implied reciprocity on the part of TAAS and that donations be approved by the board.

Society members may accept donations on behalf of the Society when the donation is unconditional and the member submits the name and address of the donor and an inventory of the donation to the Treasurer no later than the Board of Directors meeting immediately following the donation.

Section 2. Duties

The Albuquerque Astronomical Society Treasurer shall:

01: Record the name and mailing address of the donor.

02: Provide a receipt to the donor for the material. The receipt shall be signed by the Treasurer and include a copy of the donation inventory and an estimated net worth of the donation.

03: If appropriate, attach a copy of the inventory to the official society asset inventory as an appendix.

04: Provide anonymous donor information to the other corporate officers (President, Vice President, and Secretary) only.

05: Provide instructions to the Newsletter Editor on how to publicly acknowledge receipt of the donation.

The Albuquerque Astronomical Society Board of Directors shall:

01: Decide how the material associated with a donation shall be utilized.

Article XXVI - General Nathan Twining Observatory Operations

Section 1. GNT0 Director Position

Due to the significant proportion of TAAS assets held at the General Nathan Twining Observatory (GNT0) and the importance of GNT0 as a TAAS member use facility, a TAAS board member position of GNT0 Director is established. This position will be filled through TAAS Board appointment by the June board meeting each year.

The GNT0 Director will have the following responsibilities and commensurate authority regarding the operation of GNT0, which may be delegated by the GNT0 Director subject to the GNT0 Director's supervision:

Supply a proposed GNT0 annual budget to TAAS board by the October board meeting providing estimates of operation, maintenance and construction costs for the GNT0 during the next calendar year. A GNT0 budget will be approved by the board by the November board meeting based upon anticipated funds availability during the budget year. Budgeted funds, if available, will be allocated by TAAS Treasurer to the GNT0 Director upon satisfactory demonstration to the Treasurer of the use and need for the funds. The Director will provide the Treasurer with appropriate documentation and receipts as required by the Treasurer as soon as is reasonably practicable after the expenditure of the funds. Any concern regarding the use or need of funds will be brought to the next regular TAAS Board meeting for action.

Keep TAAS Board informed of all GNT0 issues and events affecting the operation of the facility by presentation of a GNT0 report at monthly board meetings.

Serve as a primary point of contact and coordinate all aspects of ongoing GNT0 operation, maintenance and construction as directed and approved by TAAS Board.

Authorize and coordinate use of GNT0 facilities by TAAS Members and the scheduling of TAAS special and public events at GNT0.

Provide TAAS members with information concerning GNT0 through newsletter articles and by other appropriate means.

Provide the TAAS Secretary with names of individuals who assisted in observatory efforts.

Section 2. GNT0 Observatory Committee

The formation of a GNT0 Committee is hereby authorized and created by TAAS Board. The committee will be chaired by the GNT0 Director. The remainder of the committee will be made up of TAAS members, who need not be directors, interested in GNT0 and who have a desire to be involved in its functions. The GNT0 Committee will meet on a regular basis as directed or established by the GNT0 Director, with the primary goal of furthering the use of GNT0 by TAAS membership. The committee will assist the GNT0 Director in the development and coordination of policies, rules, requirements, time allocation and other issues relating to the construction, maintenance, operation and use of GNT0. At the discretion of the GNT0 Director, one committee member may be designated as the GNT0 Site Manager. The GNT0 Site Manager's duties are defined by the GNT0 Director, but typically can include day-to-day responsibility for the GNT0 site, equipment maintenance and facility enhancement. In the absence or unavailability of the GNT0 Director, the GNT0 Site Manager will exercise the duties, responsibilities and authority of the GNT0 Director.

Section 3. GNT0 Usage

GNT0 facilities are available for use by all TAAS members and their supervised quests. TAAS members are responsible for escorting their guests, their guest's conduct and adhering to GNT0 Safety Policies established by the Board or GNT0 Director. Use of GNT0, its facilities and equipment by TAAS members or for TAAS special and public events will be authorized by and coordinated through the GNT0 Director or the Director's designated alternate. Proper insurance requirements and issues concerning TAAS member participation and adult supervision for groups attending special and public events at GNT0 will be determined by the GNT0 Director. TAAS special and public events will require normal scheduling and Event Coordinator approval in accordance with TAAS Board requirements.

Article XXVII – Rules of Behavior

The following rules apply to Society sponsored events and activities at the GNT0 site.

Alcoholic beverages and non-medically prescribed drugs are prohibited.

Pets are prohibited, with the exception of guide dogs required by those with disabilities.

Society members shall inform their guests of TAAS rules and are responsible for their guest's behavior.

A minimum of two adult Society members shall be present for events or activities.

All members shall be respectful of others.

Article XXVIII - Resolutions

TAAS uses the term "Resolution" to signify Board action that should last longer than one instance or one year. TAAS does not require that a Resolution be formatted to include a formal preamble and resolving clauses.

All Board actions not covered by Bylaws, which are expected to last more than one year, shall be done by Resolution. Motions and Resolutions both last for the duration of the current Board, so the Board is directed to recommend an action that is to carry from one year to the next, by way of a Resolution.

A Motion is required to create a Resolution however all Motions are not Resolutions unless characterized as such in the Motion. All Motions and Resolutions shall be recorded in the Meeting Minutes by the Secretary along with Board voting results.

A Resolution shall be made for any Board action that sets new policies or procedures not covered by Bylaws. Examples include policies to schedule General Meetings on the nearest Saturday on or before Full Moon, decisions to allow Education members to sit on the Board, affiliations with other organizations, official logo, event priorities, etc.

A Resolution shall be made for any Board action that makes a financial commitment or funding decision whose effect lasts longer than one year. Examples include IDA membership, Astronomical League membership, GNT0 area road fund yearly maintenance contributions, etc.

Examples of other Board actions that shall be done by Resolution include, but are not limited to Membership Dues schedules, Honorary memberships, long-term complementary memberships, Establishment of Special Interest Groups (SIGs), Establishment of TAAS Awards and their criteria, and Board actions that require the flexibility of yearly review.

Resolutions shall be recorded and carried forth from one year to the next by following these procedures:

1. Resolutions shall be recorded in one comprehensive document that reflects the cumulative action of every year of Board activity.

2. The Comprehensive Resolutions Document shall be included in any TAAS Compendium or Board Book.

3. Resolutions shall be clearly indicated in Board meeting minutes.

4. The Comprehensive Resolutions Document shall be presented for review and approval at the January meeting of the new Board.

5. The Comprehensive Resolutions Document shall be maintained and updated by the Secretary, as

needed throughout the year, and then reviewed at the last board meeting of the out-going Board.

Resolutions

Resolutions have a term of one year and usually are extended by the Board year by year.

Resolutions are grouped in the following categories, and numbered within each category:

M	Membership, Dues, Special Interest Groups (SIGs) and Awards
F	Funding
E	Events
W	Web and Email
O	Other

Membership, Dues, Special Interest Groups (SIGs) and Awards

M-1 Membership and Dues Resolution, 05/31/01 and later

The following are the current TAAS membership types, dues and fund allocations:

Regular Membership \$30 (As of 09/03/2009, \$20 to General Fund & \$10 to GNT0 Fund)

Family Membership \$5 (\$5 to General Fund)

Education Membership \$15 (\$15 to General Fund)

Education Memberships are available for a teacher or student (grades K-12). Teachers must derive at least 50% of their income from teaching and students must be full-time.

Dark Sky NM SIG \$5 (\$5 to Dark Sky NM fund)

Complimentary and Honorary memberships are available as approved by the Board.

On 05/03/01 the Board resolved that Family Membership applies to immediate family members residing at the same address. This was subsequently modified so that immediate family also applies to co-habiting members. On 08/02/01 the Board resolved that Family and Education Memberships may hold Board positions and chair committees but not be allowed to vote.

On 08/02/01 the Board resolved that the membership packet shall be provided free of charge to new members, either by e-mail or hard copy.

On 06/08/06 the board resolved that a membership category is created with discounted dues for active-duty members of the US military. The membership category is restricted to active-duty personnel, has rights and benefits equivalent to the Education membership, with dues of \$15 per year (\$15 to General Fund).

On 09/03/2009 The GNT0 portion of the \$30 membership dues was increased to \$10, amending resolution M-1, passed on 05/31/01.

M-2 Honorary Memberships, 04/21/94

It is the will of the board to have John Dobson become an Honorary Member of TAAS upon his acceptance. Other Honorary Members include Robert Kyrloch 08/30/01, Chris Isengard 10/22/01, TAAS Archivist, Jim Cox, Rev. Robert Evans, Bill Tondreau, and Nathan Twining.

M-3 Complementary Memberships, 11/15/07

A number of Complementary Memberships are offered to organizations, with the understanding that they will receive Newsletters by electronic distribution only. Individual Complementary Members include Claire Broline, Edwin Budding, and Dr. Jack O. Burns.

M-4 Special Interest Groups (SIGs)

The following TAAS Special Interest Groups (SIGs) are sanctioned by resolution of the Board:

Pre 2002, Amateur Telescope Making, ATM Special Interest Group .

Pre 2000, Astronomy 101, Special Interest Group .

04/13/00, Dark Sky NM SIG, Dark Sky NM Special Interest Group

08/10/00, Coffee Shop Astronomy/Sidewalk

Astronomy Special Interest Group .

10/22/01, Backyard/Neighborhood Astronomy

Special Interest Group .

06/16/05, Messier Special Interest Group

06/16/05 Special Projects Special Interest Group

01/15/07 Asteroid Special Interest Group

01/15/07 Double Star Special Interest Group

06/01/08 Fundamentals of Astronomy Special

Interest Group

M-5 Awards, 04/05/01

I) A committee will be established, of at least two TAAS members, to select the recipients of the following annual TAAS awards at TAAS Solstice Banquet or other event as designated by the Board.

a) The John Dobson Award is an annual award (since 1994) given to an individual in the community that has "a clear and outstanding record of sustained activity in public education related to astronomy." (03/23/94)

b) The Lieutenant Colonel William S. Isengard Award is an annual award (since 1995) given to an individual in the community that has shown exceptional generosity to the Society. On 10/22/01, the Board resolved that the name of the Isengard

Award shall be changed to Lt. Colonel William S. and Wilma Isengard Award.

c) Service Award(s) Annual awards (since 1999) are given to individuals "For sustained and selfless participation toward the advancement of the Society." Up to five Special Service Awards may be awarded per year. (11/05/98)

d) Anyone who has been a TAAS member for 25 years or more shall be recognized at the annual awards ceremony and shall be listed on our web site. (11/15/07)

II) The following award is sanctioned by TAAS Board of Directors.

a) Colonel Leonard C. Broline (Science Fair) Memorial Award. On February 1, 1996, long time TAAS member Colonel Leonard C. Broline died. His wife, Claire Broline, established the Colonel Leonard C. Broline Memorial Fund and asked that "... these funds be used in connection with the New Mexico Regional State Science and Engineering Fair or for a scholarship for students who would like to attend science or astronomy camps / classes and would not otherwise be able to afford to participate." On 11/15/07, the Board resolved that, with the expiration of the Broline endowment, future references to Colonel Leonard C. Broline (Science Fair) Memorial Award shall be changed to "Science Fair Awards" or the name of another endowment, at the discretion of the Board.

III) The following awards are also sanctioned by TAAS Board of Directors, to be distributed as needed.

- a) Messier Awards are given to any member of the Society that has observed every Messier object.
- b) TAAS 200 Awards are given to any member of the Society that has observed every object on the TAAS 200 list.
- c) Herschel 400 Awards are given to any member of the Society that has observed every object on the Herschel 400 list.

Funding

F-1 Soliciting Funds, 11/11/93

Funds can be solicited for the Society as long as there is no implied reciprocity on the part of TAAS and that funds to be accepted by the Society shall be approved by the board.

F-2 Discretionary Funds Resolution, 01/11/2001

The President and Treasurer each have the authority to use up to \$100 monthly from the General Fund in order to perform their duties. The Education

Coordinator also has the authority to use up to \$100 monthly from the Education Fund to perform his/her duties. All activities must be reported to the Board. On 06/08/06, the Board resolved that the GNT0 Director has discretionary authority insofar as making decisions about GNT0-related expenditures and that, with the reporting procedures already in place, the GNT0 Director does not need to seek Board approval for incidental expenditures. Only large GNT0 capital expenditures, that are not otherwise budgeted, require notification and approval by the Board.

F-3 Bank Account Signature Authority, 04/05/01

Resolution that the TAAS President and TAAS Board Treasurer be approved to have signature authority on TAAS bank accounts.

F-4 TAAS Fund Expense Allocation, 05/31/01,

Expense allocations to TAAS funds shall be based on expenses related to the activities of the individual funds only. No expenses shall be allocated multiple funds unless more than one fund was involved directly in the expenditures. Expenditures for items related to the overall TAAS organization such as the International Dark Skies Association membership, TAAS Insurance, and costs related to TAAS awards will be expensed to the TAAS General Fund only.

F-5 License Plates, 08/10/06

The price for any remaining TAAS license plates shall be \$5 each with proceeds directed to the General Fund.

F-6 GNT0 Road Fund & Annual Maintenance, 03/01/07

TAAS shall make a one-time donation of \$500 and subsequent annual donations of \$200 from the General Fund to help with road improvements on the route to GNT0.

F-7 TAAS Investments, 09/27/07

The Treasurer is authorized to invest \$20,000 divided between Certificates of Deposit and a money market account, and shall provide regular reports to the Board on the performance of invested funds.

F-8 Commercial Hosting of TAAS Web Site, 05/15/08

Expenses to commercially host the TAAS Web site shall not exceed \$360 per year.

F-9 TAAS 2010 Budget Summary, 11/05/2009

Summary of Approved TAAS 2010 Budget:
Activities Funded Completely from the TAAS General Fund

General Operations: \$ 1980

Membership:	\$ 500
General Meetings:	\$ 500
Perihelion Banquet:	\$ 1450
Web Site:	\$ 175
Newsletter:	\$ 980
Advertising:	\$ 300
Public Relations:	\$ 0
Astronomy 101:	\$ 20
Loaner Telescopes:	\$ 200
ATM Special Interest Group:	\$ 0
Messier Special Interest Group:	\$ 0
TAAS Reserve:	\$ 500
Total for Activities Funded Completely from TAAS General Fund	\$ 6605
Activities Funded Partially from the TAAS General Fund	
Education	\$ 1343
Total General Fund Budgeted Expenses	\$ 7948
Self Funded Activities	
GNT0:	\$ 5140
Cosmic Carnival:	\$ 1150
TAAS Glass Project:	\$ 50
Dark Sky Special Interest Group:	\$ 0
Total for Self Funded Activities:	\$ 6340
Total Budget for All Activities:	\$ 14288

Events

E-1 School Star Parties, 12/16/00,
Smoking is not permitted at TAAS sponsored School Star Parties.

E-2 Events, 08/30/01,
If alcohol is being served at an event, or the event is not open to the public, TAAS cannot participate as an official TAAS event. However, individual members can participate on their own, but not as official representatives of TAAS.

E-3 Standing events, revised 01/22/12
09/12/97, Oak Flat
09/03/98, Astronomy 101, Chaco Canyon
11/09/00, Placitas
01/22/12, Cosmic Carnival

E-4 Meeting Scheduling, 12/07/06, revised 01/22/12
General Meetings are scheduled for the Saturday closest to the date of full moon or as deemed suitable by the Board and that all other standing events are then scheduled from that basis.

E-5 Resolving Event Scheduling Conflicts, 05/31/07
Event scheduling conflicts shall be avoided. TAAS has five core events that require specific board

approval in order to schedule an "Official" TAAS conflicting event. Those core events are:
a. General Meetings
b. GNT0
c. Oak Flat
d. Educational Outreach events
e. UNM observing Friday Nights

Web and Email

W-1 Domain Name, 11/13/98
TAAS shall register the domain name taas.org for use on TAAS web site, and pay future expenses to keep this domain name reserved for TAAS use.

W-2 EMail, 07/22/99 and 06/15/00
TAAS shall maintain two email communication channels. The Board of Directors Official Email List (BODOEL) shall be used to notify the membership of TAAS events through messages authorized by the Board. The Board shall designate someone to draft messages on the Board's behalf, and coordinate their distribution to those TAAS members who have an email address in TAAS database. The second communication channel is the TAAS-L listserv, which is available as a discussion list. TAAS members may subscribe to TAAS-L if they choose. The board shall designate someone to manage TAAS-L on the Board's behalf.

W-3 Web Site Information, 05/11/00
Any sensitive information, such as GNT0 operations manual, directions to observatory site, and asset inventories shall not be posted on TAAS web site.

W-4 Email Addresses, 09/25/01
The Board agrees to establish generic email addresses to taas.org for TAAS officers and other TAAS volunteer positions. The use of generic addresses will ensure a stable method of contacting key TAAS positions, while concealing recipients actual email address.

W-5 GNT0 Web Pages, 01/31/02
The GNT0 Committee is granted direct management of the GNT0 portion of the Web Site.

W-6 TAAS-L Conflicting Events, 04/06/07
If a non-TAAS event that conflicts with a scheduled TAAS event is advertised on TAAS-L listserv, the posting shall mention both events and that the non-TAAS event is an alternative event.

W-7 Procedures for Voting by Email, 4/17/08
The procedure for voting via email is as follows:

1) The President will post the question by email to the BOD for consideration. The message will contain information in the email subject heading to alert BOD members that the email pertains to a voting issue.

2) Each Director may respond with an email message to all Directors stating their thoughts and position on the issue.

3) The TAAS President will set a deadline for the conclusion of this process.

4) The President will tally the results and announce the final count.

5) The Pass or Fail of any issue will be tallied just as if the Board were in a meeting session. This is in keeping with the TAAS established procedures for tallying a vote on any issue.

6) The seriousness of the issue must determine the deliberateness that we use with this process.

- a. A routine matter can be voted on immediately.
- b. In instances where the issue is non-routine, Directors may wish to hear the comments of other Directors before casting a vote.

c. If the President or any other Director views it as a serious issue, the president will call for email discussion first and an email vote second.

7) The President will announce the start and end of the voting session.

W-8 Goals for the TAAS Web Site, 5/15/08

1) Provide TAAS members with information on the resources and scope of information available to them through the organization.

2) Attract and retain members.

3) Foster an interest in astronomy among children, through educational programs.

4) Cultivate an adult following comprised of amateur astronomers, through a variety of educational programs.

5) Present the history of TAAS by documenting organizational programs and resources.

6) Maintain a global online presence.

W-9 Link to the TAAS Store, 08/08/08

A link from the Web site to the TAAS Store is authorized.

W-10 Web Site Calendar, 09/11/08

The Board approved procedures whereby all TAAS events will be posted on the Web site by the Events

Coordinator. The following people will have access to the Web site to post information on the official TAAS calendar as necessary: President, GNTO Director, Education Coordinator and Webmaster.

Other

O-1 International Dark-Sky Association, 08/01/91
TAAS shall be an institutional member of the International Dark-Sky Association (IDA) and shall pay for membership to this organization out of TAAS general fund.

O-2 TAAS Logo, 03/13/00
The official TAAS logo is sanctioned.

O-3 Business Cards, 04/13/00,
A business card giving TAAS information such as address, hotline and web address is sanctioned by resolution of the Board. The cards shall be available for docents to hand out at public events.

O-4 TAAS Compendium on Web Site, 05/13/03,
A TAAS Compendium consisting Articles of Incorporation, Bylaws, Resolutions, Positions, and Responsibilities and Other Useful Information, shall be posted to the Web Site.

O-5 Media Content, 12/07/06
Media coverage of TAAS should focus on our many Public activities.

O-6 Recording TAAS Correspondence, 12/07/06
The Secretary shall create a "record book", keeping official correspondence copies therein and passing it on to each new Secretary. The official Archivist shall also receive copies.

O-7 Board Meeting Schedule, 01/11/07, revised 01/22/12
The full Board of directors shall meet every month or as otherwise determined by the Board..

O-8 Astronomical League, 05/31/07
TAAS shall pay \$10.00 annually out of the General Fund for an institutional membership in the Astronomical League. Individual TAAS members who wish to join the Astronomical League may pay \$7.50 annually. TAAS members may join at two different times a year (July & December) and their membership fees will not be prorated.

O-9 Astrophoto Newsletters & Web Pages, 07/26/07
Twice a year in June and December, or at the Newsletter Editor's discretion, four pages shall be added to the newsletter devoted to astrophotography by members of TAAS. A webpage shall also be

added, which is devoted to photos by TAAS members as well as links to members websites which are devoted to astrophotography. The total newsletter cost increase shall not exceed \$300.00 per year.

O-10 TAAS Compendium, 11/15/07

TAAS Compendium shall serve as the official compilation of TAAS Articles of Incorporation, Bylaws, Resolutions, Positions and Responsibilities, Committees, SIGs, and any other important defining aspects or rules of the organization.

Positions and Responsibilities

Elected Officers

President

Provides overall board coordination, sets board meeting agenda, conducts board meeting, acts as the master of ceremonies for the general meeting, responsible for any uncovered activity. May write "The Presidents Update" column in the newsletter. Member of the Protocol Committee.

Vice President

Chairs the Program, member of the Protocol Committee. Fills in for and assists the President as needed. Acts on behalf of the President if the situation calls for it.

Treasurer

Manages society funds. Processes membership applications (including magazine subscriptions). Enters new member info into the society database. Reimburses society members for approved society expenses, processes any annual corporate registration paperwork. Maintains society membership records, provides Membership Committee with information on lapsing memberships, sends applications to members whose membership is about to expire. Provides the Event Coordinator with email addresses to be used to generate the Board of Directors Email List (BODEL). Provides Newsletter Editor with mailing labels. Provides the Secretary with a written financial statement once a month. Provides the Board of Directors (Board) with a financial summary and membership information once a month.

Secretary

Records minutes of the board meeting, maintains archive of board meeting minutes, reports Board activities to the general membership via the newsletter, maintains a list of action items and their status. Coordinates management of email addresses for the Officers, Board members and other official positions. Collects, compiles, and archives information from various board members and committees as needed. Provides archival copies of TAAS documents to the Archivist.

Appointed Positions

Archivist

Provides an archival service to the Board as necessary (paper and electronic). Assists in capturing and documenting the history of TAAS.

Education Coordinator

Acts as the point of contact for schools requesting star parties. Fields requests from schools, schedules event dates (working with the Event). Advertises events to the general membership through the newsletter, provides a report on education events to the Board, and documents education events in the newsletter.

Event Coordinator

Maintains the official TAAS calendar. Provides Board members with copies of the calendar, and the general membership with event information via the newsletter. Works with the Education Coordinator to establish a set of dates to be used for school star parties. Coordinates notices of upcoming events and important announcements to the membership via the Board of Directors Official Email List (BODOEL). Coordinates timely updates to TAAS telephone Hotline.

Event Owner

All official TAAS events must have an owner. An Event Owner is ultimately responsible for the outcome. In other words, the buck stops there. The owner needs to follow through on every aspect of the event and do whatever is necessary for everything to work out. Among other things, the owner is responsible for coordinating the event, advertising it to the general membership, documenting the outcome of the event in the newsletter, and providing a list of participants to the Secretary.

Grants Coordinator

At the direction of the Board, coordinates the preparation of grant applications.

Librarian

Maintains TAAS library. Advertises availability of materials, coordinates loan and return of materials, maintains a list of library resources to be published in the New Member Packet, conducts an inventory of materials once every other year.

List Serve Manager

Coordinates the email list membership to TAAS Discussion Email List Serve. The List Serve is an optional service to TAAS members that is available on a subscription basis.

Newsletter Editor

Publishes a newsletter and has it delivered to the general membership at least five days prior to each general meeting. Develops an integrated self consistent document by collecting, editing, and formatting input provided by others. Provides HTML version of newsletter to the Web Master and electronic version to the Archivist.

GNTO Director

Serves as a primary point of contact and coordinates all aspects of ongoing GNTO operation, maintenance and construction as directed and approved by TAAS Board. Authorizes and coordinates use of facilities by TAAS Members and the scheduling of TAAS special and public events at GNTO. Supplies an annual budget to TAAS Board. Keeps TAAS Board informed of all GNTO issues and events effecting the operation of the facility by presentation of a GNTO report at monthly board meetings. Provides TAAS members with information concerning GNTO through newsletter articles and by other appropriate means. Provide the Secretary with names of individuals that assisted in observatory efforts. Chairs observatory committee. Established by Article XXVI Section 1 of the bylaws.

GNTO Site Manager

The GNTO Site Manager is a member of the observatory committee and is appointed by the GNTO Director. The GNTO Site Manager's duties are defined by the GNTO Director, but typically can include day-to-day responsibility for the GNTO site, equipment maintenance and facility enhancement. In the absence of the GNTO Director, the GNTO Site Manager has full control of all activities at GNTO. Established by Article XXVI Section 2 of the bylaws.

Public Relations Coordinator

Works with event owners to develop press releases for major TAAS public events. Works with media representatives to advertise major public events and TAAS in general

Telescope Curator

Manages TAAS loaner telescope inventory. Includes maintenance of equipment, coordinating loan requests, providing the general membership with information on the loaner telescope program and providing the Board with information on loaner telescope issues as needed. Provides Secretary with list of individuals that assisted in the program.

UNM Observatory Coordinator

Coordinates TAAS participation in staffing the UNM campus observatory by acting as the liaison between the Board, the general membership, and UNM observatory officials. Provides the Event Coordinator with official UNM observing nights, insures that a suitable number of docents are on hand, provides the Board with activity reports, documents activities in the newsletter. Provides the Secretary with the list of individuals that assisted in the UNM campus observatory program.

Web Master

Maintains TAAS web site.

Committees and Special Interest Groups

Standing Committees

Standing committees are those with ongoing responsibilities and duties. They perform work in a specific area designated by the Board. Standing committees meet on a regular basis either as needed or as specified by their charter. Standing committees may frequently retain some or all of the same members from year to year.

Education

Coordinates, schedules, organizes and oversees the school star parties and other education outreach efforts of the society. Manages TAAS Planetarium use and trains docents in its operation.

Membership

Contacts members with expired memberships. Ensures that renewal information is sent if requested and provides Board on issues affecting membership renewal.

Observatory

The committee is chaired by the GNTD Director. The committee meets on a regular basis with the primary goal of furthering the use of GNTD by TAAS membership. The committee assists the GNTD Director in the development and coordination of policies, rules, requirements, time allocation and other issues relating to the construction, maintenance, operation and use of GNTD. Established by Article XXVI Section 2 of the bylaws.

Program

Develops general meeting themes, obtains speakers, advertises upcoming general meeting to the membership via the newsletter, documents past general meetings via the newsletter. Provides Secretary with names of individuals who assisted staging the meetings.

Ad Hoc Committees

Ad hoc committees are those formed primarily to accomplish a specific single task. Most ad hoc committees are formed annually and meet only over a short period of time to accomplish the specified task.

Assets

Must include the Vice President, Secretary, and Treasurer. The committee is tasked with developing an annual inventory of society assets. The Treasurer shall be responsible for presenting the Asset Inventory to the Board of Directors (Board) within

two months of the assignment. The Secretary is responsible for maintaining record copy of the Asset Inventory.

Details of the committee duties are spelled out in Article XXIV of the bylaws.

Awards

Selects the Society members who receive awards. Decides which awards the Society members receive. Presents the awards at the Annual Meeting or at another suitable meeting.

Events Policy and Procedures

This committee consists of at least three Board members. The committee develops an event policy once a year and presents it to the Board by the February Board meeting for approval. The policy remains in effect until a new policy is approved. Established by Article XXIII of the bylaws.

Nominating

The Nominating Committee consists of three Society members, at least one of whom is a Board member. This committee develops fair guidelines for the selection of candidates for officer positions for the upcoming year. The committee finds suitable candidates to be presented to the voting membership at the annual business meeting for approval. Established by Article VIII, Section 2 of the bylaws.

Protocol

Composed of the President and Vice President and other Board members. Follows through on thank you notes to contributors (Librarian will handle donations to library), writes the "Random Acts of Kindness" column for the newsletter, handles name tags and greetings at the general meeting, makes personal contact (at least once per year) with major benefactors (e.g., Isengard, Broline, Twining). Provides the Secretary with the list of individuals who have helped the society.

Special Interest Groups

Special Interest Groups (SIGs) are established to guide the participation of all TAAS members in the study, promotion and enjoyment of astronomy. The purpose of a SIG is to allow individual TAAS members to identify a specific area of astronomy for further study and participation. A SIG is not an official continuous TAAS program; rather it is a specific endeavor that is sanctioned by the Board for

its stated purpose. Any TAAS member in good standing can create a SIG. Any TAAS member in good standing can participate in the activities of a SIG. The duration of a SIG is dependant upon the nature of the activity. Normally, its activities will continue long enough to meet the objectives of the participants. Unless approved by the Board, the SIG participants will pay for all expenses incurred by their activities. All activities of a SIG should be in agreement with the Bylaws and should not reflect in a negative manner on TAAS. The Board should encourage the creation of and participate in SIGs.

Amateur Telescope Making (ATM)

Promotes interest and conducts classes in telescope construction.

Asteroid

Conducts activities involving the discovery and observation of asteroids.

Astronomy 101

Conducts classes in basic and introductory astronomy topics primarily intended for new or inexperienced members of TAAS.

CCD Workshop

Conducts classes to instruct society members in techniques of CCD imaging and the use and checkout of society equipment.

Coffee Shop Astronomers

Promotes public astronomy activities (Sidewalk Astronomy) at local business establishments and other public venues.

Dark Sky NM

A special interest group (SIG) formed to promote lighting practices that protect and restore New Mexico's view of the night sky. Emphasis is placed on education, compliance with current law, and community support. Dark Sky NM reports to the Board directly and is subject to TAAS bylaws and regulations.

Double Stars

Conducts activities involving the observation of double stars.

GNTO Workshop

Conducts instructional sessions at the Observatory in the use of observatory equipment. Society members

completing specific classes are allowed to operate applicable observatory equipment.

Messier

Promotes interest and conducts observing programs high lighting the Messier objects.

Research Interest

Promotes the conduct of astronomical research by Society members primarily at GNTO.

Special Projects

Addresses special requests and projects.

Table 1: Summary of TAAS Positions

Position	Board Member
Archivist	No
Director	Yes
Education Coordinator	Yes
Event Coordinator	No
Event Owner	No
GNTO Director	Yes
GNTO Site Manager	No
Grants Coordinator	No
Librarian	No
List Serve Manager	No
Newsletter Editor	No
President	Yes
Public Relations Coordinator	No
Secretary	Yes
Telescope Curator	No
Treasurer	Yes
UNM Observatory Coordinator	No
Vice President	Yes
Web Master	No

Table 2: Summary of TAAS Committees

Committee Name	Type	Composition	Meets	Official Reference
Assets	Ad Hoc Board	Vice President, Secretary, Treasurer.	Annually	Article XXIV
Awards	Ad Hoc	Anyone	Annually	Resolutions
Nominating	Ad Hoc Board	Board member and 2 members	Annually	Article VIII
Education	Standing	Education Coordinator		
Events Policy and Procedures	Ad Hoc Board	3 Board members	Annually	Article XXIII
GNTO	Standing	GNTO Director, plus 2 members		Article XXVI
Membership	Standing			
Program	Standing	Vice President		
Protocol	Standing Board	President., Vice President, Treasurer		

Table 3: Summary of TAAS Special Interest Groups

SIG Name	Official Reference
Amateur Telescope Making	
Asteroid	Resolution M-4
Astronomy 101	
CCD Workshop	
Coffee Shop Astronomers	Resolution M-4
Dark Sky NM	Resolution M-4
Double Stars	Resolution M-4
GNTO Workshop	
Messier	Resolution M-4
Research Interest	
Special Projects	Resolution M-4

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