

# ARTICLES OF INCORPORATION OF THE COCONINO ASTRONOMICAL SOCIETY

As approved 2001 February 8

## **Preamble**

We the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Arizona, do hereby certify:

## **Article I: Name of Corporation**

The name of the Corporation is: Coconino Astronomical Society.

## **Article II: Purpose of the Corporation**

This corporation shall further the education of its members and the public in astronomy and related sciences by:

- A. Conducting public lecture programs, field seminars in astronomical viewing, and instruction in telescope construction and use;
- B. Promoting fellowship among and providing the means of exchanging information between individuals having a common interest in the science of astronomy;
- C. Promoting scientific research and related activities among its members.

All activities shall be limited to those permitted by Section 501 (c) (3) of the Internal Revenue Service code, or corresponding section of any future federal tax code.

## **Article III: Limitations**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions in furtherance of the purpose set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Article IV: Dissolution**

A proposal to dissolve the corporation must be in writing and signed by one-quarter of the members, and presented at a General meeting. The proposal must then be published in the newsletter, and voted upon at the next business meeting. A vote of two-thirds of the quorum present is required for dissolution. This vote shall take effect immediately.

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be

distributed to the federal government, or to a state government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article V: Initial Trustees**

The names and addresses of the persons who are to serve as the initial trustees of the corporation until their successors are elected as defined in Bylaws to be adopted are as follows:

Name	Address	Signed
JoAnne Archinal	7406 Moonbeam Dr Flagstaff, AZ 86004	/s/ JoAnne Archinal
PADRAIG HOULIHAN	691 KACHINA TRAIL Flagstaff, AZ 86001	/s/ P. Houlihan
DEBRA L. DAVIS	P. O. Box 1781, FLAGSTAFF, AZ 86002	/s/ Debra L. Davis
Brent A. Archinal	7406 Moonbeam Dr. Flagstaff, AZ 86004	/s/ Brent A. Archinal
COLIN BUTLER	5409 E. CORTLAND BLVD. #174 Flagstaff, AZ 86004	/s/ Colin Butler
PAUL T. JONES	3641 E. FOXLAIR DR. Flagstaff, AZ 86004	/s/ Paul T. Jones
FREDERICK H. HARRIS	2655 E. HEMBERG DR FLAGSTAFF, AZ 86004-6854	/s/ Frederick H. Harris

**Article VI: Known Place of Business**

The street address of the known place of business of the corporation is:

7406 Moonbeam Drive, Flagstaff, AZ 86004

**Article VII: Statutory Agent**

The name and address of the statutory agent of the corporation is:

Brent Archinal; 7406 Moonbeam Drive, Flagstaff, AZ 86004

**Article VII: Membership**

This corporation will have members. Any person who is interested in the science of astronomy and willing to abide by the articles of the Articles of Incorporation and Bylaws of this corporation shall be eligible for membership in the corporation.

Types of membership in the corporation shall be defined in the Bylaws.

Application for Membership:

A. Application for membership shall be made solely to the Treasurer.



[As approved 2001 February 8, as submitted to the Arizona Corporation Commission, and as filed on 2001 March 9, file number -0982040-0.]

# BYLAWS OF THE COCONINO ASTRONOMICAL SOCIETY

As approved 2001 February 8  
Conformed

## Article I: Membership

### A. Membership Types

There shall be four types of memberships within the Coconino Astronomical Society:

1. Individual Membership: Composed of one individual with one vote, and one annual newsletter subscription.
2. Household Membership: Composed of two heads of household with one vote each and one annual newsletter subscription. The dues shall be 150% of the regular individual membership.
3. Junior Membership: Composed of one individual under age 18 or enrolled in college with one vote, and one annual newsletter subscription. The dues shall be 50% of the regular individual membership. (Amended to read as shown on March 6, 2006.)
4. Sponsor Membership: The same as an Individual Membership, but available to an individual, business, or other entity who wishes to provide additional support to the corporation. The dues shall be at least four times that of an Individual Membership.

### B. Budget and Dues

1. The Board shall draft the next year's operating budget, and set the amount of dues based on the budget.
2. The Board shall present the proposed budget and dues at the October business meeting; they will then be printed in the November newsletter. Approval of the budget and dues will be based upon a simple majority vote of the quorum present at the November business meeting.
3. The approved budget and dues will be printed in the next following newsletter.

## Article II: Form of Government

- A. The government of this corporation shall be invested in the voting members and a Board of Trustees with respective powers as defined in the Articles of Incorporation and these Bylaws.
- B. A quorum of a general meeting shall be at least 5 members in good standing, or 10% of the members in good standing, whichever is greater. (Amended to read as shown on February 28, 2004.)
- C. A general meeting shall consist of a quorum of the members in good standing. The body shall be presided over by the President and shall have invested in it the power to amend the Articles of Incorporation, to approve the budget and dues of the corporation, and to approve or disapprove by two-thirds majority the actions of the Board of Trustees.
- D. The Board of Trustees shall consist of club officers and Trustees-at-Large, and shall be in charge of the supervision and conduct of any and all business of this corporation, to recommend amendments to the Articles of Incorporation, and perform all other functions, incident to the proper conduct of this corporation.
- E. Club Officers and Trustees-at-Large: Tenures of Office and Elections
  1. The Officers and Trustees-at-Large of this corporation shall be voting members, and shall consist of the following:
    - a. President

- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Up to three (3) Trustees-at-Large

2. A quorum for a meeting of the Board of Trustees shall consist of at least four elected board members.

3. Periods of office:

All Trustees shall serve a period of one year, or until their successors are elected. Each position is renewable with the exception of treasurer. The treasurer's position is renewable only if an audit of the corporation treasury is conducted by a qualified person designated by the board, and the treasury is found to be in good order. The president shall serve no more than two consecutive terms, except this provision may be overruled by a unanimous vote of all members present at the general election.

4. Nominations:

- a. The president shall appoint a nominating committee of at least three members, who shall present the nominations to the general membership at the October business meeting.
- b. Nominations for all open positions shall be opened at the October business meeting and shall be publicized in the newsletter prior to the November business meeting. Nominations will be closed at the start of elections at the November meeting.
- c. Any member may nominate another member for office, provided prior consent of the nominee has been given. The Treasurer shall validate the membership of the nominees.

5. Elections:

- a. Officers shall be elected by a simple majority of the quorum of the voting members present at the November business meeting. Unopposed nominees for office may be confirmed by a majority vote, otherwise voting will be by secret ballot. The ballot counting will be by committee, and the secretary shall save the ballots until the installation of officers at the January meeting. In the case of a tie, a run-off vote shall be taken; if the tie persists, the election shall be determined by lot.
- b. The position of any officer absent from three successive business meetings or board meetings shall be declared vacant unless the board excuses such absences.
- c. Notice of a special election shall be printed and presented to the membership in the newsletter at least two weeks prior to said election. A vacancy occurring in any office shall be filled by a simple majority vote of the quorum of the voting members present at the next business meeting. The vacancy shall be filled until the normal term of office expires in November.

B. Duties of the Board of Trustees:

1. Duties of the President shall be to:

- a) call and preside at all meetings,
- b) coordinate the activities of the Board of Trustees,
- c) break ties for the board of Trustees when necessary,
- d) and call extra meetings as required, temporarily fill vacancies, and appoint and dissolve committees not otherwise provided for.

2. Duties of the Vice President shall be to:
  - a) serve in the place of the president in case of president's absence or incapacitation,
  - b) and act in an official capacity (under direction of the president) for the corporation at public functions.
3. Duties of the Secretary shall be to:
  - a) keep all official documents and records of the corporation, and perform other duties delegated by the President,
  - b) record the minutes of all general meetings and meetings of the Board of Trustees, and at the request of any member, read aloud the minutes of the general or board meeting,
  - c) conduct an annual inventory of all club property, and present it to the general membership at the October business meeting,
  - d) and be responsible for any filing of forms as may be necessary, with the U. S. Government, the State of Arizona, or Coconino County.
4. Duties of the Treasurer shall be to:
  - a) execute all financial transactions authorized by the club,
  - b) receive and distribute all dues, subscriptions and bank receipts,
  - c) account for all receipts and expenditures,
  - d) report on club finances at each General meeting,
  - e) and maintain an up-to-date roster of members.

The duties of secretary and treasurer may be combined.

5. Duties of the Trustees-at-Large shall be:
  - a) to attend board meetings, and assist the President in carrying out club activities.
6. All officers who serve as administrative officers, trustees, committee chairmen, or committee members, shall be required to attend all appropriate meetings when scheduled by the corporation. When unable to attend, a member may give written proxy for another member to attend the meeting in his/her place.
7. At the end of their term of office or appointment, all Trustees and officers should ensure that all corporation documents or records in their possession are turned over to their incoming replacement. The Board of Trustees as a whole will control the final disposition of such documents and records.

### **Article III: Meetings**

- A. The Board of Trustees shall meet at least once every three months. A minimum of four members of the Board of Trustees is required to conduct business.
- B. General business meetings shall be held monthly. To conduct orderly business, a member must be recognized by the chair to discuss an item of business.

- C. All business shall be conducted according to generally accepted rules of order.
- D. Election of officers, and amendment to the Articles of Incorporation or By-laws, or a matter of expulsion or impeachment will be given priority over all other orders of business.
- E. A matter requiring a vote carried over into a subsequent meeting will receive priority of business at that meeting.

#### **Article IV: Approval of Financial Obligations**

The following issues of the corporation shall be decided by a majority of the quorum present at a General meeting:

- A. Acquiring or disposing of right, title, or interest in property in excess of \$100.00. Proposals for activities, acquisitions and expenditures in excess of \$100.00 shall be publicized in the newsletter prior to the next business meeting.
- B. Incurring financial obligations in excess of the corporation's capacity to pay from current dues or yearly revenues;

#### **Article V: Moneys**

Moneys shall be kept in a bank account accessible only to the President and Treasurer. Both the President and Treasurer must sign checks.

#### **Article VI: Expulsion of Members and Impeachment of Elected Officers**

- A. A membership may be revoked by the Board of Trustees of the Coconino Astronomical Society for any of the following reasons:
  - 1. non-payment of dues,
  - 2. willful misuse of club property,
  - 3. or willful disregard for her/his own safety or the safety of others while on corporation-sponsored activities.
- B. Any member subject to expulsion will be granted a hearing before the Board of Trustees.
- C. Elected Officers, Committee Chairpersons, Trustees-at-Large and all special officers may be impeached and removed from office for any of the above reasons or for neglect of duty while in office.

Any Officer or Board Member subject to impeachment will be granted a hearing before the Board of Trustees. Impeachment and removal from office can only be made by a two-thirds vote of the quorum present at a General meeting.

#### **Article VII: Appointed Officers and Committees**

The president shall have the authority to appoint special officers (such as program chairperson, publicity chairperson, convention manager, parliamentarian, librarian, historian, property officer, etc.) and committees and assign them special duties. He shall appoint, at least, an Editor for the corporate newsletter. These officer's terms and these committees' existence shall end with that of the appointing president.

The Editor shall be responsible for preparing and issuing at least bi-monthly to members a periodical containing announcements of meetings and events of the society, and items of interest to amateur astronomers.

### **Article VIII: Amendments**

Proposed amendments to the Bylaws shall be presented as new business at a General meeting, discussed and amended, then published in the following newsletter. It shall then be discussed, amended and voted upon at the business meeting following the publication of the newsletter. A simple majority of the quorum present is required for ratification. When approved, the new amendment shall be printed in the following newsletter.

### **Article XI: Ratification of the Bylaws**

These Bylaws shall be ratified by an affirmative vote of at least two thirds (2/3) of the current voting membership present at the first (or succeeding meetings if a quorum is not present) meeting following incorporation. This meeting shall have a quorum of ten (10) members or one-tenth (1/10) of the current dues paying members in-good-standing of the corporation, whichever is greater. The Bylaws shall go into effect immediately following ratification. If such a quorum is not present, then the voting on ratification shall be held over until the next general meeting, and so on indefinitely, with proper notification by the secretary at each delay.

### **Amendments to Bylaws:**

Adopted February 28, 2004 by unanimous vote:

### **Article II: Form of Government**

- B. A quorum of a general meeting shall be at least 5 members in good standing, or 10% of the members in good standing, whichever is greater.

Adopted March 6, 2006 by unanimous vote:

### **Article I: Membership**

#### C. Membership Types

- 5. Junior Membership: Composed of one individual under age 18 or enrolled in college with one vote, and one annual newsletter subscription. The dues shall be 50% of the regular individual membership.