



The Denver Astronomical Society
"One Mile Nearer the Stars"

BYLAWS
of

The Denver Astronomical Society

Adopted as Amended
September 25, 2023

ARTICLE I
Membership

Section 1.0 Any person interested in the purposes of the Society, as stated in Article III of the Articles of Incorporation, is eligible for membership.

Section 2.0 Classes of membership shall be: Individual, Student, Dual/Family, and Honorary. All classes of membership shall enjoy the rights and privileges of the Society, as hereinafter set forth:

- A. **Individual Membership:** Individual members are those persons who have paid annual Individual membership dues. Each Individual members shall be entitled to one vote on any matter properly submitted to a vote of the membership.
- B. **Student Membership:** Student members are those individuals under twenty-three (23) years of age who have paid Student membership dues. Student members shall be entitled to one (1) vote on any matter properly submitted to a vote of the membership.
- C. **Dual/Family Membership:** Dual members are any two (2) named individuals. Family members are immediate family members, which means persons related by blood, marriage, civil union, or adoption, as defined in current Colorado statute. These are pairs or families who have paid Dual/Family membership dues. Dual and Family members are entitled to a maximum of two (2) votes on any matter properly submitted to a vote of the membership.
- D. **Honorary Membership:** Honorary members are members to whom membership is granted by majority vote of the Executive Board. Honorary members are not required to pay dues and have no voting or office-holding rights within the Society.

Section 3.0 The Executive Board shall establish membership dues for each category of membership. Dues shall be payable at the time of application, be effective for one year from that date, and shall be payable annually thereafter.

Section 4.0 A member in default of dues for sixty (60) days after the due date shall, forthwith, be dropped from membership in the Society.

Section 5.0 All Executive Board meetings are open to the General membership, who may address the Board with comments and concerns relevant to Society business. Formal proposals to the Executive Board require application to the President. Prior notice for inclusion on the Executive Board meeting agenda must be given to the President no less than seven (7) days in advance of said meeting.

ARTICLE II Membership Meetings

Section 1.0 There will be periodic General Meetings of membership, as established by the Executive Board.

Section 2.0 The Annual Meeting and election of the Executive Board and Officers shall be conducted at the General Meeting in February or at another date, as the Executive Board may direct. The Officers and Board members will be installed at the Annual Banquet in March.

Section 3.0 The Executive Board or a majority of the membership may call special meetings of the membership. Seven (7) days' prior notice stating the date and objective of such special meetings shall be sent to each member at their last known postal mailing address or via electronic communication (for example, e-mail).

ARTICLE III Executive Board

Section 1.0 A Board of Trustees, consisting of thirteen (13) members of the Society, including the four (4) Officers identified in Article IV, Section 1.0, eight (8) Board members elected at-large annually and the immediate Past President, shall govern the Society. Said trustees shall serve one-year terms. The Board shall be designated the "Executive Board" and shall determine the policies of the Society and have authority over all property and business of the Society. The Executive Board, by majority vote, shall fill any vacancy occurring on the Board for the unexpired term of such vacancy.

Section 2.0 Executive Board meetings shall be held at least six (6) times a year and may be called by the President or any (3) members of the Board. At least seven (7) days' prior notice of any unscheduled meetings shall be sent to each Executive Board at their last known postal mailing address or via electronic communication (for example, e-mail) and shall, so far as possible, contain a statement of the business to be transacted at the meeting.

Section 3.0 A majority of the Executive Board shall constitute a quorum for the transaction of business at any Board meeting.

Section 4.0 Three (3) absences during the term by any Executive Board Member shall be investigated to determine the need for a replacement of that member.

- Section 5.0** The Executive Board may, but is not required to, authorize the President to appoint an Executive Committee consisting of four (4) or more members of the Board. The President shall be a member of, and preside over, the Executive Committee. The Board may delegate to the Executive Committee the authority to act in the absence of the Board on Society business not involving matters of policy and not involving expenditures of amounts in excess of \$500.00.
- Section 6.0** The Executive Board shall be empowered, by a two-thirds (2/3) majority vote of the Board, to revoke the membership of any member whose actions are determined to be detrimental to the general welfare of the Society. The individual(s) shall be notified by letter from the Executive Board of their inappropriate actions. Reapplication to the Society can be made after one (1) calendar year from the date of membership revocation.

ARTICLE IV Officers

- Section 1.0** The membership shall elect each year, from among the nominations submitted by an Election Chairperson, a President, Vice-President, Secretary and Treasurer. Vacancies in said position(s) shall be filled by a majority vote of the Executive Board for the remainder of the one-year term(s).
- Section 2.0** The President shall be the Chairperson of, and preside at, all meetings of the Executive Board and at all General or special meetings of the Society. The President shall direct and administer the affairs of the Society as its Executive head and shall supervise all phases of its work, subject to instructions of the Executive Board. The President shall appoint or dissolve committees in compliance with these Bylaws and shall be a member, ex-officio, of all committees.
- Section 3.0** The Vice-President shall assist the President in carrying out their duties and shall preside at all meetings in the absence of the President. The Vice-President may be designated by the President to head one of the standing committees and shall act as the General Meeting Program Director.
- Section 4.0** The Secretary shall keep a record of all proceedings of the Society, all meetings of the Executive Board and the Annual Meeting. The Secretary shall perform such other duties as the Board may direct.
All officers of the society shall maintain records that are pertinent to their duties in the society's secure cloud-based storage facility, and paper copies of the most important documents shall be retained in the custody of at least one (1) officer.
- Section 5.0** The Treasurer shall have custody of the Society's funds, except as described in Article VI, Sections 3.0 and 4.0, and shall see to the disbursement of all monies and securities in accordance with the direction of the Executive Board. The Treasurer shall oversee the Society's financial assets (which shall require that all checks be signed by either the President or the Treasurer) and keep accurate, current records of all financial transactions.

No less than quarterly, the Treasurer shall submit reports of the Society's financial condition to the Executive Board and shall submit a report to the Society at the Annual Meeting. The Treasurer shall submit the Society's books, as directed by the Executive Board, for audit each year. The Treasurer shall also maintain the Society's membership list, but may delegate this responsibility as deemed necessary.

ARTICLE V

Election of the Executive Board and Officers

- Section 1.0** The President, with the approval of the Executive Board, shall annually appoint, at the General Meeting in November, an Election Chairperson who is not a member of the Executive Board. The name of the Election Chairperson shall be made known to the membership of the Society in a regularly generated announcement email no later than December. Any member of the Society may submit nominations for Officers and Executive Board members to the Election Chairperson.
- Section 2.0** The membership shall nominate each year, through the Election Chair, candidates for one-year terms as Executive Board members, and candidates for one-year terms as President, Vice President, Secretary, and Treasurer.
- Section 3.0** Nominations will be presented to the membership prior to the election to be concluded during the Annual Meeting in February.
- Section 4.0** Election of the Officers and Board Members shall be held via electronic voting beginning prior to and ending during the Annual Meeting of the membership in February.
- Section 5.0** The newly elected Executive Board members and Officers shall take office at the Annual Banquet of the Society held in March.

ARTICLE VI

Committees

- Section 1.0** The President, with approval of the Executive Board, may appoint Special Task committees whose terms of office will be determined by the length of the assignment to be accomplished.
- Section 2.0** The Executive Board shall appoint such regular or standing committees as may be necessary to carry out the functions of the Society.
- Section 3.0** The Van Nattan-Hansen-Anderson Scholarship Committee (VNHA) shall administer the VNHA Scholarship Fund and shall make scholarship awards therefrom. The Committee Chair shall administer a separate account for said scholarship funds and withdrawals will be overseen by the DAS Treasurer and a designated member of the Committee in accordance with Committee bylaws. The Executive Board need not approve disbursement of funds from said account, however, the Committee shall report its activities to the Executive Board no less than quarterly. The Committee will recommend investments to the Executive Board, and any proposed changes to said investments by the Committee must be approved by the Executive Board.

- A. The Executive Board shall appoint the VNHA Scholarship Committee, which shall consist of six (6) members of the Society. Committee members shall serve a term of two (2) years, but may be reappointed. Vacancies on the Committee shall be filled by the Executive Board for the remainder of the unexpired term. The six (6) Committee members hereinabove described shall select one (1) additional member from an appropriate professional field such as astronomy, physics, astrophysics, or mathematics. Said professional member shall also serve a two-year term, but may be reappointed.

Section 4.0 The Kline-Dodge Dark Site Committee (KDDS) shall propose, coordinate, and execute projects for the construction and maintenance of the Society's KDDS Project at Deer Trail, Colorado. The Committee Chair or designated Administrator(s) shall oversee a separate bank account, the KDDS Fund, for continuing construction of the project and shall coordinate efforts for acquisition of additional funds. The Executive Board need not approve disbursement of funds from said account, however, the Committee Chair or designated Administrator(s) must report its activities to the Executive Board no less than quarterly.

Section 5.0 The above committees shall operate according to Bylaws, Charters, Letters of Intent, or procedures established by the committees and approved by the DAS Executive Board. All Officers and committees shall report financial activities to the Treasurer, when requested, in sufficient detail, determined by the Treasurer, to facilitate the preparation of financial statements.

ARTICLE VII Parliamentary Authority

In matters not covered by law, the Articles of Incorporation or Bylaws, *Robert's Rules of Order, Newly Revised* (most current edition), shall govern.

ARTICLE VIII Amendments

Section 1.0 The Bylaws may be amended by a two-thirds (2/3) vote of the Executive Board at a meeting regularly called. Notice of amendments must be sent to each member of the Executive Board at their last known postal mailing address or via electronic communication (for example, email, or membership portal) at least fifteen (15) days before the meeting. The Articles of Incorporation and Bylaws may also be amended by a majority vote of more than fifty (50) percent of the General membership of the Society by written ballot sent to each member at their last known postal mail or electronic address.

Section 2.0 Amendments to the Bylaws may be proposed by an Executive Board member or by a petition signed by at least ten (10) percent of the Society and submitted to the Executive Board. In the event the members submit a petition, the Executive Board shall be required to submit the amendments to the membership for a vote, if the petition so demands.

Section 3.0

Amendments to the Articles of Incorporation shall be made as follows: The Executive Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote. The meeting may be either a Special meeting or a General meeting. The proposed amendment shall be submitted to the members as described above whenever at least one-twentieth (1/20th) of the members entitled to vote thereon so request. A written notice setting forth the proposed amendment or a summary of the changes to be effected thereby, shall be given to each member entitled to vote at such meeting. Notice of the meeting shall be given, as provided by law and the Articles of Incorporation and the Bylaws for notice of membership meetings. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes in the affirmative which members present at such meeting are entitled to cast.

ARTICLE IX Policies

Section 3.0

Whistleblower Policy The Denver Astronomical Society requires trustees, officers, volunteers, and any possible future employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Denver Astronomical Society, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

A. **Reporting Responsibility** This whistleblower policy is intended to encourage all trustees, members, volunteers and others to raise serious concerns so that Denver Astronomical Society can address and correct inappropriate conduct and actions. It is the responsibility of all board trustees, officers, members, volunteers, and any future employees to report concerns about violations of the organization's charitable purpose or suspected violations of law or regulations that govern the organization's operations.

B. **No Retaliation** It is contrary to the values of the Denver Astronomical Society for anyone to retaliate against any board trustee, officer, member, future employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of Denver Astronomical Society.

C. **Reporting Procedure** Denver Astronomical Society has an open-door policy and suggests that questions, concerns, suggestions or complaints be shared verbally or in writing with the members, officers, or other trustees on the board as appropriate.

D. **Handling of Reported Violations** The members, officers, or other trustees who have received the complaint will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated by a member, officer, or trustee not directly involved, or if necessary, by a third party. Appropriate corrective action will be taken if warranted by the investigation. Any complaints and their resolutions will be recorded in writing and reported at least annually to the board of trustees.

E. **Unsubstantiated Allegations** Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary matter.

F. **Confidentiality** Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 2.0 **Nondiscrimination Policy** The Denver Astronomical Society does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities, operations, or services.

Section 3.0 **Anti-Harassment Policy** The Denver Astronomical Society is committed to providing an environment in which all individuals are treated with respect and dignity. Harassment of any type, including demeaning behavior and bullying will not be tolerated, whether it takes place in person or online. Violations of this policy will be dealt with in accordance with Section 1.0 of this article, including all pertinent subsections.

Section 3.5 **Anti-Sexual Harassment Policy** The Denver Astronomical Society is committed to providing an environment that is free from sexual harassment. Sexual harassment violates DAS's commitment to a safe environment, and is illegal under federal, state, and local laws. Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature. Violations of this policy will be dealt with in accordance with Section 1.0 of this article, including all pertinent subsections.

Section 4.0 **Indemnification** To the full extent permitted by law, the corporation shall indemnify any person who was or is party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that said person is or was a trustee or officer of the corporation or a volunteer society member at a corporation event, or is or was serving at the request of the corporation as a trustee or officer of another corporation against expenses (including attorneys' fees) judgements, fines and amounts paid in settlement actually and necessarily incurred by said person in connection with such action, suit, or proceeding; and the board may, at any time, approve indemnification of any other person which the person has the corporation to indemnify under applicable laws. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in any such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

Signature Page
Denver Astronomical Society Bylaws
Amended September 25, 2023

Dena McClung
Dena McClung, President

29 Oct 2023
Date Signed

Alexander Herbert
Alexander Herbert, Secretary

10/29/2023
Date Signed