

I. Preamble

A. Purpose, scope, and authority of the Bylaws

The Northern Virginia Astronomy Club (“NOVAC”, below) is a Virginia non-stock corporation recognized under the Internal Revenue Code as a 501(c)(3) public charity in science and education. The Articles of Incorporation were approved originally on November 4, 1991, and amended and restated on 10 August 2021. The Articles are the overall controlling document for NOVAC as a corporation, and the Bylaws provide for further fundamental aspects of NOVAC governance.

These Bylaws provide policy for the orderly conduct of NOVAC public charity activities and supporting operations. They were adopted on 11 July 2021, based on the recommendation of the Board of Directors and approving vote of the membership, as required under the Bylaws then controlling. An additional change to these approved Bylaws was approved by membership vote on 19 November 2023.

B. Purpose of the corporation

NOVAC’s corporate purpose is stated in the Articles of Incorporation as follows:

II.A. The purpose of the corporation shall be to promote astronomy and related sciences and technologies by:

- *fostering, in its members and the general public, knowledge of and interest in astronomy by means of public lectures, demonstrations, observing sessions, publications, and other programs related to astronomy,*
- *providing collaborative assistance to its members who wish to conduct research related to astronomy,*
- *assisting other organizations in achieving this purpose,*
- *undertaking other educational or scientific projects related to astronomy,*
- *providing opportunities and encouragement for members to individually contribute to the purpose.*

NOVAC funds this purpose primarily by collecting dues and donations from a broad base of members. Members also further NOVAC’s scientific and educational purpose by volunteering their time, equipment, and other resources to help each other and the public learn about the observable sky and the science behind it through NOVAC’s organized activities.

C. Seal and motto

The membership will establish the seal and motto for NOVAC.

D. Ethics and conduct

Members are expected to follow the highest standards of ethics and conduct in dealing with other members and with the public. NOVAC does not tolerate any forms of discriminatory, disrespectful, or harassing behavior against persons. Members must maintain the highest standards of observing etiquette, safety, and respect for property. Members must abide by these Bylaws; must meet their

financial obligations to NOVAC; must follow the direction of NOVAC officers and our hosts at NOVAC activities; and must in general act in a manner that does not compromise the reputation of NOVAC.

Violations of acceptable ethics and conduct shall be brought to the attention of a Director for appropriate action.

E. Structure

NOVAC is a nonstock corporation, comprised of members, an elected Board of Directors, and elected Officers. Directors are elected by members in good standing. Officers are members of the Board with additional duties specified herein for the office to which they were elected.

II. Members

A. Rights and responsibilities

NOVAC members have the right to participate in all public activities of the organization. Members have all the additional rights and responsibilities established by the Bylaws and Board for the class of membership to which they belong. To remain in good standing, members must be current in their dues and other financial obligations to the club, and in providing correct contact information.

B. Qualifications and acceptance

Any person who meets the criteria set by these Bylaws and the Board may become a member of NOVAC upon the receipt of his or her completed application and the payment of the applicable dues. The Board shall set qualifications for each class of membership.

The Board will establish procedures for accepting new members and renewing members.

C. Membership classes and dues

1. Regular members

Regular members are individuals of legal age who are interested in astronomy and who pay established dues and support NOVAC. Regular members in good standing have the right to vote on amendments to the Articles of Incorporation, on amendments to the Bylaws, on elections, and on other matters reserved to them by the Bylaws. Regular members in good standing may hold NOVAC elective office, may participate in committees, and may benefit from all member privileges, including the privilege to access observing sites and the privilege to host permitted guests under their direct supervision at NOVAC member activities and sites.

Patron and sponsor members: Regular members who contribute at set levels above base dues are making a voluntary effort in support of NOVAC and an additional charitable donation. Patrons and sponsors may be provided with preferential benefits.

2. Household members

Household members must permanently reside at the same address as a regular member. Each has the same rights as a regular member, except they cannot vote, borrow equipment, or host guests at member activities and sites. Household members may be minors.

3. Other members

The Board may create other classes of non-voting membership. These may include, for example, student and organizational members. Privileges and responsibilities shall be set by the Board.

4. Dues

Dues for each class of membership shall be set by the membership, after recommendation by the Board, to reasonably provide for the purposes of NOVAC and provide a prudent reserve. On a case-by-case basis, to advance NOVAC purposes, the Board may reduce or waive dues.

D. Honorary membership

The Board may award "honorary membership" to individuals who make extraordinary contributions to NOVAC's mission. Honorary membership is a ceremonial form of permanent recognition and does not grant the rights and responsibilities of any membership class in NOVAC. The Board will establish any additional policies for honorary membership, and will maintain the roll.

E. Removal

A member may be removed for cause by a 2/3 vote of the Directors, a quorum being present. An attempt must be made to notify the member at least 14 days before the removal is considered by the Board. The Board may impose a formal warning, short of removal.

III. Board of Directors

A. Rights and responsibilities

1. General

The Board of Directors shall have all the rights and responsibilities identified for it in the Articles of Incorporation, and in the Virginia Nonstock Corporation Act. The Board shall publish its actions in a manner accessible to the membership.

The Board may refer questions to the membership, either formally by making a motion to the membership, or informally via survey.

For matters not covered by these Bylaws or polices adopted by the Board, the Board shall follow, as applicable, *Robert's Rules of Order Newly Revised*, current edition.

2. Fiscal

The Board shall assure the fiscal integrity of NOVAC.

The Board shall approve the NOVAC annual budget and amendments.

The Board shall indemnify Directors, Officers, agents, and volunteers against liability for their proper actions. The Board shall purchase liability insurance to protect NOVAC, its Directors, and its Officers.

3. Programs

The Board shall establish policies for programs, to be executed by the officers.

B. Composition and qualifications

All Directors shall be members in good standing of NOVAC.

The Board is comprised of Directors, consisting of the elected Officers and the Directors-at-large.

The Board shall include five (5) Directors-at-large.

The President shall serve as Chairman of the Board.

When a Director-at-large position is vacant, a permanent replacement Director shall be elected by the membership according to the election rules at the next opportunity. The replacement Director will serve out the remainder of the term of the vacant position.

The Board may elect a temporary replacement Director pending the election of a permanent replacement.

C. Terms and term limits

Terms of Directors-at-large are two years. Terms of Directors-at-large shall be staggered by the Board so that approximately half the at-large Directors are elected each year. Terms begin on January 1 following election. There are no pre-determined term limits for Directors-at-large.

D. Termination of Board membership

A Director may resign by notifying the Secretary.

A Director's position may be declared vacant by the President if the Director has not participated with the Board in 90 days without explanation, after an attempt to locate the absent Director.

E. Removal

A Director may be removed with or without cause by the membership. Procedures for initiating removal shall be as described in II.F.2. The meeting notice must announce the pending removal vote. An attempt must be made to notify the Director at least fourteen (14) days before the removal is considered for a vote. With a quorum present, the removal will be effective immediately if approved by at least 2/3 of those voting.

F. Member initiatives & review

1. Member participation with the Board

Board meetings will be open to member attendance whenever possible, and with the exception of Board deliberations involving sensitive matters, personnel matters, or possible conflicts of interest.

2. Other actions

Members may initiate action regarding a Board decision. The initiative must be in writing to the Secretary. The initiative must be permitted under law, the Articles of Incorporation, and the Bylaws. The initiative requires a clear statement of the action being requested. The initiative requires a petition by 10 voting members or 5% of the voting members, whichever is larger, for the initiative to be submitted to the membership. An initiative received in proper form with sufficient petitioners shall be announced at the next regular membership meeting, and discussed and voted upon at the following regular meeting. The requested action may be amended or tabled during the discussion.

With a quorum present, the member initiative will be accepted if approved by at least 2/3 of those voting.

IV. Elected Officers

A. Authorities and responsibilities

Elected Officers of NOVAC shall perform the duties specified in the Bylaws.

Each Officer will report annually to the Board on status, problems, and accomplishments under his or her area of responsibility. Each Officer will recommend any changes to the Bylaws, to procedures, to activities, or to other policies of NOVAC as needed.

Officers are listed below in order of seniority.

B. Qualifications

All Officers must be members in good standing at the time of election. If the Officer does not remain a member in good standing, the Board may declare the position vacant.

C. Terms and term limits

The full term for elected Officers shall be one year. The full term for elected Officers begins on the first of the month following election. There are no pre-determined term limits for Officers.

D. Removal

Officers will be removed under the same terms as other directors.

An elected Officer will be removed from office by the Board for non-performance of his or her duties if absent without excuse and non-responsive for 90 days, and if efforts by the Secretary or another Board member to contact the officer are ineffective.

E. President

The President shall execute the policies established by the Board for the office.

The President shall execute the overall rights and responsibilities as the chief executive of NOVAC. The President may take any action not reserved to itself by the Board or otherwise delegated in these Bylaws.

The President shall serve as the chairman of the Board of Directors.

The President shall monitor the performance of the other elected Officers and of the committees.

The President shall manage contractors and employees.

The President shall manage the assets of NOVAC not managed by the Treasurer.

The President shall preside over general membership meetings.

The President shall report on the status of NOVAC at the annual membership meeting.

The President may delegate authorities and responsibilities to other Officers or committees. The President may permit other Officers to similarly delegate.

The President shall initiate and administer activities that are compatible with the NOVAC policies.

F. Vice President

The Vice President shall act in the absence of the President.

The Vice President shall assist the President and undertake other activities as authorized by the Board or President.

G. Secretary

The Secretary shall distribute notices of Board and general membership meetings, record attendance, record the actual agenda, record discussions and final decisions, and publish this information on NOVAC media. The Secretary shall maintain a record of key corporate documents and current policy decisions in a manner available to the Board and the membership.

The Secretary shall keep and make available the permanent records of Board and general business meetings, correspondence, and documents.

As directed by the Board, the Secretary shall keep information related to sensitive matters separate from other records and suitably protected.

The Secretary shall make required corporate reports to Federal and state government.

The Secretary shall supervise the election and general membership voting processes, and shall serve as the inspector of voting process. The Secretary shall coordinate with the membership committee to assure that eligible voter rolls are correct as required by law for the election of the Board of Directors.

H. Treasurer

The Treasurer shall prepare the annual budget and treasurer's report for approval by the Board.

The Treasurer shall report to the Board on request on the fiscal status of NOVAC.

The Treasurer shall establish and document procedures to assure that treasury operations are simple and effective, are properly documented and protected, and are consistent with best practices for a non-profit corporation of the size and complexity of NOVAC. The Treasurer shall implement a continuity of operations plan which, at a minimum, provides at least one other Officer with access to all financial assets, records, and tools.

The Treasurer shall prepare the annual information return and associated forms for the IRS and any other financial reporting or function required by law.

As directed by the Board, the Treasurer shall solicit, collect, and record dues payments by members.

The Treasurer shall perform other financial transactions traditionally associated with a non-profit corporation.

V. Committees

A. General

The President may establish committees, define their roles, and establish their structures with the concurrence of the Board. Committees may be either standing (in existence until actively closed) or term (in existence for a set duration).

Committees will conduct NOVAC activities, comprised of programs and events. Activities serve the members and the public. Activities are the primary means to accomplish the corporate purpose. Members will volunteer for activities as the primary means to effectuate them. Members will be compensated for authorized expenses on behalf of NOVAC.

Each committee will have at least a chair. The chair may have any unique title set by the President except one reserved to a member of the Board.

Each committee shall prepare a summary of its role for release to the membership, and to the public when appropriate. Each committee will document all its activities, resources, and schedules as appropriate for dissemination on NOVAC media (see VIII). Committees will record their accomplishments and the participation of volunteers.

VI. Meetings

A. Board of Directors

The Board of Directors shall meet at the call of the Chair, but not less than once every quarter. The first meeting of the year shall be the annual meeting. Meetings shall be announced with at least 15 day notice to every Director. Meetings will be held at a place and time selected by the Chair in consultation with the Directors. Electronic meetings are permitted. A quorum for the conduct of business shall be 50% of the Directors.

Directors may meet for informal discussions between called meetings. However, any informal decisions reached during such discussions must be voted upon at a regular called meeting with a quorum.

B. Membership

The membership shall meet at the call of the President, but not less than once every quarter. The last meeting of the year, normally in December, shall be the annual membership meeting.

Meetings shall be announced with at least 15 day notice to every member. Meetings will be held at a place and time selected by the Board, considering convenience and availability for the anticipated attendance. Electronic and hybrid meetings are permitted. A quorum for the conduct of business shall be 5% of the voting membership.

When the membership must conduct a formal vote not described in the Bylaws, and for matters not superseded by these Bylaws, procedures will follow *Robert's Rules of Order Newly Revised*, current edition. All substantive main motions will be tabled for at least one meeting, so that the membership can be notified by the Secretary of the issue to be considered.

Proxy voting on main motions shall be handled as with elections.

VII. Elections

A. Compliance and timeline

Elections shall comply with the Virginia Nonstock Corporation Act for election of Directors.

The Secretary shall conduct elections and serve as the election inspector, under the direction of the President.

The Secretary shall notify all voting members of the schedule for elections each year. The Secretary shall formally notify the voting membership of the date, time, place, and method of voting not later than 14 days (and not more than 60 days) before the annual membership meeting.

The Secretary shall establish roster of eligible voters. The voting roster shall be set as of the day before the formal notification is sent. The voting roster shall be available for inspection as required by law.

Nominations will open not later than 60 days before the annual meeting, and close 30 days before the annual meeting. A member may be nominated for more than one position, but shall only be elected to one position. The Secretary shall distribute information on each nominated individual two weeks before the election. The information will contain biography and a statement provided by each nominee.

B. Eligibility

The members eligible to vote for Officers and Directors-at-large shall consist of the members in good standing in the classes defined as having voting privileges in Section II.C of the Bylaws. Members joining or reinstating after the roster is set, and members not in good standing on election day are not eligible to vote.

C. Voting

1. Voting rules

A candidate must receive a majority of the votes cast with a quorum present, as established by the Secretary's voting roll, for election. A quorum consists of the presence of the larger of 10 or 10% of the voting membership according to the Secretary's voting roll, including both in-person and proxy votes submitted.

Preferential voting (or instant runoff voting) shall be used when there are more than two candidates for an Officer position, or the number of candidates for Director-at-large exceeds the number of vacant positions. If one or more positions are for less than the full term, the elected candidate receiving the fewest votes will take the shortest remaining term.¹

2. Proxies

Members may submit proxy ballots to the Secretary by mail or by electronic means. The Secretary shall set the manner for submitting and authenticating timely proxy ballots. Validated proxy ballots must be received before the end of in-person voting and shall count toward the quorum. A member may change a proxy ballot at any time up to the end of voting.

¹ The process for preferential voting is found in (e.g.) *Robert's Rules of Order Newly Revised* [2011, p. 426 ff.].

D. Elections for vacant director and officer positions.

Schedules and procedures for filling a vacant elected position will be set by the Board, based upon procedures for regular elections.

VIII. Communications

A. General

The President shall recommend, and the Board shall approve means (including committees, processes, systems, and budgets) by which official and informational communication is conducted with members and with the public. These means will generally rely on a combination of electronic media, collectively called NOVAC media.

IX. Relations with Other Organizations

A. General

Only the Board may enter into or modify agreements with other organizations. Such agreements will further the educational and scientific purpose of the corporation.

B. Coordination

The Board shall designate a member to negotiate and a Board member to sign on its behalf any required agreement with the partner organization. The President, with the Board's approval, may also designate a committee to handle routine coordination.

X. Amendments

A. General

Any proposed amendment to the Articles of Incorporation or Bylaws must be presented in writing at a general meeting or at a special meeting called for that purpose. The proposal may be from the Board or from the membership as described in III.F.2. The Secretary will read the amendment at the time it is introduced and the motion to amend will automatically be tabled until the next general meeting or special meeting called for that purpose. In the meantime, the secretary shall provide proper notice of the meeting at which the amendment is to be considered. At the same time, the Secretary shall notify all members via NOVAC electronic media or in writing of the text of each proposed amendment at least seven (7) days prior to the meeting at which the amendment is to be considered.

A quorum consists of the larger of 10 or 10% of the voting membership according to the Secretary's voting roll, including both in-person and proxy votes submitted. If a quorum is not achieved, then voting on the amendment(s) shall be extended until the next general meeting or special meeting called for that purpose, and so on indefinitely, with proper notice by the secretary at each delay.

B. Amendments to the Articles of Incorporation

Adopting an amendment to the Articles of Incorporation requires adoption by the Board and subsequently by two-thirds (2/3) of the voting members present and voting in person or by proxy. Once adopted, the Secretary shall file Articles of Amendment (or Restatement) with the State Corporation Commission of Virginia for its approval. The Secretary shall also report the change to other bodies as required by law (*e.g.* to IRS)

C. Amendments to the Bylaws

Adopting an amendment to the Bylaws requires one-half (1/2) of the voting members present and voting in person or by proxy. Once adopted, the secretary shall report the change as required by law (*e.g.* to IRS).

XI. Emergency Provisions

The Board shall take such actions as it deems appropriate in the best interest of the members and the Corporation should an emergency situation exist that prevents the requirements of the Bylaws from being followed. The Board will document and limit the actions as soon as possible.

The Officers, led by the highest ranking officer available, shall act on behalf of NOVAC should a quorum of the Board not be able to do so. The Officers shall report their actions to the Board as soon as possible.

XII. Appendix

Definitions:

- “Directors” includes both Officers and Directors-at-large.
- “activities” includes programs, events, efforts providing support for programs & events, and similar efforts.
- “programs” are ongoing activities that provide sustained educational and scientific benefits to members or the public.
- “events” are periodic or unique activities that provide educational and scientific benefits to members or the public.²
- “members” are people or organizations who choose to affiliate with NOVAC and have been accepted in one of the membership classes defined in section II.C.
- “voting members” are those deemed eligible to vote in elections, as specified in Bylaws VII.B.
- “consultation” is the actions needed to assure that plans or activities are harmonized between two or more specified individuals or groups by means of vote, survey, or discussion, or by means of direction if one party is identified as more responsible.
- “shall” signifies an action that must be taken when needed.
- “will” signifies an action that is generally desirable, but may not be taken for other reasons.
- “may” signifies an action that is permitted but not required or necessarily desired.
- “NOVAC media” includes electronic and written publications of the corporation³. Unless limited in context, it includes both public and limited distribution media (*e.g.*, members only, Board only, specific committee only). The basic NOVAC medium for distribution of information is the NOVAC website, and may also include email, web services hosted by others, social media, and printed materials, as appropriate to the content and intended audience.

² Current examples include Star Gaze, Astronomy Day, AHSP, others that are held once or repetitively.

³ Current examples include web site, email discussion groups, library, equipment loans, magazine discounts, AL membership, IDA coordination, Night Sky Network, dark site access, EL access, mentoring, outreach, lectures, SIGs, GMU observatory coordination, etc.