

Description of the proposed Amendment 2 to the Bylaws of the Boulder Astronomy and Space Society (BASS)

And a position statement by the Executive Committee of the Society.

From time to time we find it necessary to update our bylaws. BASS has a functional mechanism in place to do so. It is designed to be just tedious enough to avoid frivolous changes, but still be something that is achievable without having to gather an unrealistic percentage of the membership in one place at one time.

In keeping with the established bylaws, this proposed amendment will be posted on the BASS web site for 60 days for review, and then shall be voted on at two consecutive BASS meetings. The first vote shall take place at the December 11th, 2010 meeting which shall be held at the house of the current president, Steven Hartung, as our annual holiday potluck and meeting event. The second vote shall be held at the January 15th, 2011 meeting at Sommers-Bausch Observatory. If it should pass both member votes by a simple majority at those meetings, it will be incorporated into the active bylaws.

What are we proposing to change and why:

- After our original and long time treasurer resigned last year, we discovered that Colorado corporate law requires that the Secretary of organization must authorize all changes to bank accounts. We are changing the bylaws to reflect that responsibility and to add the Secretary to the Board of Directors (BoD). Previously the Secretary was only on the Executive Committee (ExCom).
- Removal of the Director-at-Large position. This has been a difficult position to fill, and for the six years of BASS existence, it has had extremely low participation in BoD meetings and votes. When our last Director-at-Large resigned his position for personal reasons midway through his term, we also discovered that there is no replacement mechanism for this position. Adding the Secretary to the BoD replaces the position to keep the BoD at 5 voting members.
- Posting minutes of our general meetings is not really practical since our general meetings are focused on presentations and only occasionally on issues about the operations of BASS. To make the processes more functional we propose removing all references to general meeting minutes, and instead maintaining a running log book. All BoD and ExCom meetings must still take and post formal minutes.
- Rapid changes in the publishing industry have made our provision on magazine subscriptions obsolete. We still encourage our members to get club discounts for periodicals where they are provided by the publishers, but we propose removing specific language in the bylaws about how that is done.

For all the reasons outlined here, the Executive Committee recommends a vote 'For' this amendment.

Amendment 2 (proposed) to the Bylaws of the Boulder Astronomy and Space Society

10/06/2010

Article III Section 1 of the Bylaws of the Boulder Astronomy and Space Society is amended to read as follows:

The Directors of the Society shall be the President, the Treasurer, the Facility Director of the Fiske Planetarium (or his/her designee), the Facility Manager of the Sommers-Bausch Observatory (or his/her designee), and the Secretary ~~a Director-at-Large elected by the Members~~. Two additional director positions are available for Community Directors and one or both positions may be filled at the discretion of the existing Directors.

The Facility Director of the Fiske Planetarium (or his/her designee), the Facility Manager of the Sommers-Bausch Observatory (or his/her designee), and the Community Directors are not required to be Members of the Society. The Facility Director of the Fiske Planetarium and the Manager of the Sommers-Bausch Observatory are appointed by the University of Colorado, a process that is outside the scope of these Bylaws.

Community Directors are individuals in the local research, education, or business community who bring significant strength to the organization through their participation. Community Directors positions do not need to be filled at all times. A Community Director position may be nominated by a unanimous vote of the existing Directors. Nominated Community Directors shall be placed on a special elections ballot for a membership vote. Community Director positions are valid for two years.

Article III Section 3 of the Bylaws of the Boulder Astronomy and Space Society is stricken in its entirety from the bylaws:

~~Section 3. Election and Term of the Director-at-Large~~

~~Election of the Director-at-Large shall take place in the same election, and by the same methods, as election of Executive Officers described in Article V below. The term of Director-at-Large shall be for two years. The Director-at-Large shall be a voting Member of the Society.~~

Article IV Section 3, item d, of the Bylaws of the Boulder Astronomy and Space Society is stricken in its entirety from the bylaws:

~~d. The Director-at-Large shall be for two (2) years.~~

Article III Section 4 of the Bylaws of the Boulder Astronomy and Space Society is amended to read as follows:

Directors who are also Executive Officers may only be removed through the process specified in the section of the by laws titled Removal of Officers. A Society Director appointed by the Facility Director of Fiske Planetarium may only be removed by the Facility Director of Fiske Planetarium. A Society Director appointed by the Facility Manager of Sommers-Bausch Observatory may only be removed by the Facility Manager of Sommers-Bausch Observatory. ~~The Director at Large may only be removed from office in the event that his/her membership in the Society is revoked.~~ A Community Director may only be removed by a unanimous vote by all of the remaining Directors, excluding the Community Director in question, at a regularly convened meeting of the Board of Directors.

Article IV Section 5a, item 10, of the Bylaws of the Boulder Astronomy and Space Society is added to the Duties of the President to read as follows:

10. Shall see to it that a log book is kept of all BASS general meetings and events. The log shall begin to be kept on or before January 2011.

Article IV Section 5c, items 4 and 5, of the Bylaws of the Boulder Astronomy and Space Society are added to the Duties of the Secretary to read as follows:

4. Shall be a member of the Board of Directors.
5. Shall authorize the creation and dissolution of all repository accounts for funds of the Society, in keeping with approved motion by the Board of Directors, and shall authorize all additions and deletions of signature authority for Executive Committee members to said accounts, in keeping with approved motion by the Board of Directors.

Article IV Section 5d, item 3, of the Bylaws of the Boulder Astronomy and Space Society is on the Duties of the Treasurer is amended to read as follows:

3. Place the funds in a repository authorized by the Secretary and approved by the Executive Committee.

Article IV Section 5e, item 2, of the Bylaws of the Boulder Astronomy and Space Society is on the Duties of the Web Master is stricken in its entirety from the bylaws:

- ~~2. Make minutes of previous meetings available no later than seven (7) days before the next scheduled Society general meeting, along with an agenda for the next meeting as provided by the President or Vice President.~~

Article V, the first paragraph, of the Bylaws of the Boulder Astronomy and Space is amended to read:

Election of Officers ~~and Director-at-Large~~ shall take place annually. Nominations shall be by voice and must be seconded. Elections shall take place by paper ballot and results shall be announced at the same meeting. In the case of a tie, a tie-breaking paper ballot shall be conducted at the same meeting before the end of Society business. Founding Executive Officers shall assume the duties of office immediately upon election. Succeeding Officers shall assume the duties of office on the first day of the month after which elections were held.

Article II Section 2 A, item 5, of the Bylaws of the Boulder Astronomy and Space Society is amended to read:

5. Discounts on subscriptions to periodicals *Astronomy* and *Sky & Telescope* if ~~subscribed to or renewed through the Society, as provided by the publishers of those periodicals to astronomy clubs,~~ as provided by the publishers of those periodicals to astronomy club members.