

FORD EMPLOYEES RECREATIONAL ASSOCIATION - F.E.R.A.



## FORD ASTRONOMY CLUB – BY-LAWS

# ARTICLE 1 NAME AND OBJECTIVES

### Section 1 NAME

The club governed by this constitution (by-laws) is named the "THE FORD AMATEUR ASTRONOMY CLUB" and may be referred to hereinafter and in other proceedings and records as the "FORD AMATEUR ASTRONOMY CLUB", "FORD ASTRONOMY CLUB", or "ASTRONOMY CLUB".

### Section 2 ORGANIZATION

The ASTRONOMY CLUB is a nonprofit club organized under the laws of the State of Michigan.

### Section 3 USE OF INCOME OR ASSETS

Any income or assets of the ASTRONOMY CLUB shall not inure, in whole or in part, to the direct or indirect benefit of any individual and shall be employed only in the pursuit of the ASTRONOMY CLUB objectives as set forth herein, Article 1, Section 4.

### Section 4 OBJECTIVES

The objectives of the ASTRONOMY CLUB are:

1) to support and encourage the common interest of the membership in amateur astronomy through group observing and other related group activities;

2) to cultivate public awareness and appreciation of astronomy as a hobby and as a science through public "open house" observing sessions and other related public activities;

3) to improve the skills and knowledge of the membership in all areas of amateur astronomy through sharing of experiences and information in lectures, seminars, demonstrations, and other related group activities;

4) to promote interaction among the several area amateur astronomy clubs by proactive organization of joint observing sessions, meetings, and other related joint activities.

## ARTICLE 2 MEMBERSHIP

### Section 1 MEMBERSHIP SUBJECT TO ASTRONOMY CLUB RULES

Any person with an interest in amateur astronomy shall be eligible for membership in the FORD AMATEUR ASTRONOMY CLUB. Members will be subject to the provisions set forth in the ASTRONOMY CLUB Constitution. Membership in the ASTRONOMY CLUB shall obtain through acceptance for membership by the ASTRONOMY CLUB, by authority of the Executive Board.

## **Section 1.1 MEMBER IN GOOD STANDING**

A Member In Good Standing is one who has met their current financial and administration obligations to the ASTRONOMY CLUB, and who has not been declared suspended or expelled.

### Section 1.2 DUES

The ASTRONOMY CLUB may establish reasonable initiation fees, dues, and assessments as necessary by action of the General Membership.

## Section 2 CLASSES OF MEMBERSHIP

Membership in the ASTRONOMY CLUB may be "Regular", "Associate, or "Family."

### Section 2.1 REGULAR MEMBERSHIP

All current full-time employees of Ford Motor Co. are eligible for "Regular" membership in the ASTRONOMY CLUB.

### Section 2.2 ASSOCIATE MEMBERSHIP

Any person, subject to Article 2, Section 1, who does not qualify as a "Regular" member, by virtue of their employment situation, is eligible for "Associate" membership in the ASTRONOMY CLUB; this includes non-Ford people, "agency" people working at Ford, Ford Retirees, vendors or suppliers, and people with no official relationship with Ford Motor Company. All the privileges and responsibilities of Regular membership will accrue to Associate members with the exception of eligibility for the office of President or Treasurer of the FORD AMATEUR ASTRONOMY CLUB, in accordance with Article 3, Section 1.1.

### Section 2.3 FAMILY MEMBERSHIP

The immediate family members (spouse, children, etc. living in the same household) of a Regular or Associate member are eligible for "Family" membership in the ASTRONOMY CLUB. All the privileges and responsibilities of Regular membership will accrue to Family members except eligibility for elected office in the ASTRONOMY CLUB and the privilege of voting on issues brought before the general membership.

### Section 3 SUSPEND, EXPEL, CAUSE

The membership of the ASTRONOMY CLUB will be limited to those endorsing and supporting the objectives of the ASTRONOMY CLUB. Any act, whether of commission or omission, tending to obstruct, subvert, or be otherwise injurious to the pursuit of the ASTRONOMY CLUB objectives, may be considered reasonable cause for suspension or expulsion.

#### Section 3.1 SUSPENSION/EXPULSION OF A MEMBER

The power to expel or suspend a member under the provisions of Article 2, Section 3, shall reside with the Executive Board. Such action shall require a unanimous decision by the Executive Board.

#### Section 3.2 SUSPENSION/EXPULSION OF AN OFFICER OF THE ASTRONOMY CLUB.

The power to expel, suspend, or remove from official capacity an officer of the ASTRONOMY CLUB shall reside with the Executive Board, which shall in such cases act with exclusion of the officer subject to the action. Such action shall require a unanimous decision by the remaining members of the Executive Board.

#### Section 3.3 RECORD OF ACTION

A written notice of any action under Article 2, Section 3.1 or 3.2, shall be incorporated into the FORD AMATEUR ASTRONOMY CLUB permanent record. This notice shall include a complete account of all events appurtenant to action. Such notice also shall be filed with the Ford Employee Recreation Association.

### Section 3.4 APPEAL OF ACTION

An action under Article 2, Section 3.1 or 3.2, may be appealed before the membership at a regularly scheduled meeting, and may be overturned by a two-thirds (2/3) favorable vote of the total membership in good standing at the time of the appeal. A failure of an appeal will confirm the action and no further appeal will be heard.

### Section 3.5 - Misuse of a Laser Pointer

The Astronomy Club recognizes as proper laser pointer usage the highlighting of on-screen content during lectures, and the pointing out of astronomical (night-sky) objects solely for demonstration and educational purposes. Any member who misuses a laser pointer, or willfully permits one to be misused, is committing an action that is both dangerous to persons and property and in violation of the stated objectives of the Astronomy Club. Misuse of a laser pointer may include, but is not limited to: aiming at an individual or group of individuals, or at operating land-based motor vehicles, aircraft, watercraft, etc.

Such action shall be subject to this amendment if said action occurs at a recognized observing site, or official function, of the Astronomy Club. Such action therein is subject to consequences that may include a period of suspension of membership with exclusion from club activities and privileges, or permanent expulsion and like exclusion, at the discretion of the Astronomy Club's Executive Board. The concurring statements of two witnesses reporting such action shall be required to bring such behavior to the attention of the Executive Board for subsequent review and disposition.

### Section 4 PERCENTAGE OF NON FORD EMPLOYEES

A minimum of one half (50%) of the total membership of the FORD AMATEUR ASTRONOMY CLUB shall be Regular members. The Executive Board is prohibited from approving Associate memberships that would violate this provision.

### Section 5 VOTING

All members in good standing, both Regular and Associate, may vote on any issue brought before the general membership.

#### Section 5.1 QUORUM (General Membership)

A minimum of one-half of the of the average attendance at the previous three (3) general meetings will constitute a quorum of the general membership.

## ARTICLE 3 OFFICERS

### Section 1 THE OFFICERS

The officers of the ASTRONOMY CLUB shall be PRESIDENT, VICE-PRESIDENT, SECRETARY, and TREASURER.

#### Section 1.1 PRESIDENT and TREASURER

The office of president and the office of treasurer shall be limited to current full time Ford Motor Company employees (Regular members), as required for Ford Employee Recreation Association affiliation.

#### Section 1.2 ELIGIBILITY OF OFFICERS

Except as provided in Section 1.1, all Regular and Associate members shall be eligible to hold office in the ASTRONOMY CLUB.

### Section 2 TERM OF OFFICE

The Officers of the ASTRONOMY CLUB shall be elected for terms of one year, or until their successors are elected, effective at the time of installation in the office.

### Section 3 SUCCESSIVE TERMS

Individual member eligibility for each office will be limited to three successive installations in that office.

### Section 4 PRECESSION AND RANK

The order of precession, when applicable, and rank of offices is:

First - The President

Second - The Vice-President

Third - The Secretary

Fourth - The Treasurer

#### Section 5 PRESIDENT'S ABSENCE

If the President is absent and thereby unable to fulfill the duties of his office, the Vice-President will assume the duties of the Presidency until such absence is terminated, or will succeed to the Presidency if such absence is determined to be of a permanent nature.

#### Section 6 ABSENCE, OF ANY OTHER RANKING OFFICER

In the absence of any ranking officer the next ranking officer, according to the order of precession as provided by Article 3, Section 4, shall fill the office and perform the duties of the office until such time as the absence is terminated.

#### Section 7 PERMANENT ABSENCE

If the absence of any officer, other than the President, is determined to be of a permanent nature, that office shall be filled by special election as provided in Article 4, Section 1.1.

#### Section 8 DUTIES OF PRESIDENT

The President is the chief executive officer and the chief administrative officer of the ASTRONOMY CLUB, and the duties of this office will include:

##### Section 8.1 PRESIDING OFFICER

To preside as chairperson over all meetings of the ASTRONOMY CLUB;

##### Section 8.2 CALL MEETINGS

To effect the call for all meetings of the ASTRONOMY CLUB except as otherwise provided herein.

### Section 8.3 CONTRACTS

Authority to execute contracts or other instruments in the name of the ASTRONOMY CLUB upon approval and direction of Executive Board;

### Section 8.4 CO-SIGN DRAFTS

Authority to co-sign drafts against the ASTRONOMY CLUB funds as endorsed by the Treasurer or Executive Board;

### Section 8.5 EMERGENCY

In an emergency the President has the Authority to carry out any duties of any other elected officer not present;

### Section 8.6 APPOINT COMMITTEES

The appointment of committees except as otherwise provided herein, in the ASTRONOMY CLUB, or the resolution creating a committee;

### Section 8.7 AUDIT COMMITTEE

The appointment of an auditing committee, to be composed of other than ASTRONOMY CLUB members, for the purpose of auditing the ASTRONOMY CLUB accounts and assets at the end of the fiscal year;

### Section 8.8 PRESIDENTIAL APPOINTEES

Authority to appoint, subject to the provisions of the ASTRONOMY CLUB Constitution, a person whose duties, assigned by the President, will not conflict with the duties or privileges of any other officer or member of the ASTRONOMY CLUB;

### Section 8.9 OTHER DUTIES

The performance of such other duties as may be provided for herein.

#### Section 9 DUTIES OF THE VICE-PRESIDENT

In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall serve as a member of the Executive Board.

#### Section 10 DUTIES OF THE SECRETARY

The Secretary shall keep records of all ASTRONOMY CLUB general meetings. The Secretary shall provide reports of all general meetings, which will be reviewed at the next subsequent general meeting. The Secretary shall maintain a record of all official actions of the Executive Board. The Secretary shall maintain the official membership roster of the ASTRONOMY CLUB, which shall include an indication of members in good standing, members financially delinquent, and suspended members. The Secretary shall serve as a member of the Executive Board.

#### Section 11 DUTIES OF THE TREASURER

The Treasurer shall have charge of the funds of the ASTRONOMY CLUB, shall conduct its banking business, and shall maintain a record of its accounts. The Treasurer will provide a report of the status of all club accounts at each general meeting and at each meeting of the Executive Board. The Treasurer shall collect fees and dues, and shall report to the Secretary the financial standings of each member. The Treasurer shall serve as a member of the Executive Board.

### ARTICLE 4 ELECTIONS

#### Section 1 REGULAR ELECTIONS

Elections of officers as stated in Article 3 Section 1 will take place during the ASTRONOMY CLUB meeting of the general membership to be held in the month of January.

### Section 1.1 SPECIAL ELECTIONS

Special elections of any officers, when required, may take place during any meeting of the ASTRONOMY CLUB provided that notification of the intent to conduct such election has been included in the summons or call for such meeting.

### Section 2 CONDUCT OF ELECTIONS

For the business of electing officers, the President can appoint an Election Chairperson who will be an elector other than a candidate, and who will, as chairperson preside over the meeting during the conduct of such business, and who will, upon becoming a candidate subsequent to such appointment, surrender such chairpersonship to a similarly qualified successor as appointed by the President.

### Section 3 NOMINATING COMMITTEE

Prior to any election of officers, the President if necessary will appoint a Nominating Committee consisting of at least three members and all members of which will be ASTRONOMY CLUB members in good standing other than incumbent officers.

#### Section 3.1 COMMITTEE'S NOMINATIONS

The Nominating Committee will present a panel of eligible candidates, including at least one for each vacancy, to the ASTRONOMY CLUB prior to the acceptance of any additional nominations from the floor and prior to the casting of ballots to fill any vacancy.

#### Section 3.2 DISSOLUTION OF NOMINATING COMMITTEE

The Nominating Committee will stand dissolved following notification of all successful candidates of their election and acceptance of its final report.

### Section 4 FLOOR NOMINATIONS

Additional nominations of eligible candidates to fill any vacancy may be introduced from the floor by any qualified elector. Nominated individuals must signify willingness to serve in specific position(s). Nominations from the floor

may be made prior to the casting of votes to fill the vacancy for which the candidates is nominated.

#### Section 5 ELIGIBILITY: NOMINATING COMMITTEE

Any candidate to be eligible for nomination by the Nominating Committee shall be a regular or associate member in good standing of ASTRONOMY CLUB, subject to Article 3, Section 1.

#### Section 6 VOTING: ELECTORS

The members of the ASTRONOMY CLUB qualifying as electors will be: All members in good standing at the time of the election.

#### Section 6.1 ELECTORS VOTE

Each elector may cast one vote on each ballot for the election of an officer.

#### Section 6.2 SEPARATE BALLOTS

Balloting to elect any officer will be conducted separately from the balloting to elect any other officer.

#### Section 6.3 PRECESSION

Balloting to elect more than one officer will be conducted according to the rules of precession with the highest ranking vacancy being filled first.

#### Section 6.4 SECRET BALLOT

If there are two or more candidates for a vacancy, election will be determined by written ballot.

#### Section 7 ELECTION: MULTIPLE-CANDIDATES

When more than one candidate is nominated to fill a vacancy, a candidate must receive a majority of the votes cast for the vacancy to be elected. If the initial balloting results in none of the candidates receiving a majority, then the voters shall again cast their ballots, choosing between the two candidates receiving the greatest number of votes in the initial balloting.

#### Section 7.1 SINGLE CANDIDATE

If there is only one candidate for a vacancy, that candidate will be declared elected and no ballots will be distributed or collected.

### ARTICLE 5 THE ELECTED OFFICERS (Executive Board)

#### Section 1 FUNCTION

The Executive Board shall function as a committee acting for the ASTRONOMY CLUB in the interim between general membership meetings.

#### Section 2 DELIBERATIVE ASSEMBLY

The Executive Board is the deliberative assembly of the ASTRONOMY CLUB, and in assembly will consider and resolve any matters pursuant to the ASTRONOMY CLUB objectives which may be brought before it.

#### Section 2.1 AUTHORITY AND RESPONSIBILITY

The Executive Board is vested with the authority to conduct and regulate the ASTRONOMY CLUB affairs and business in accordance with the herein stated ASTRONOMY CLUB objectives.

#### Section 3 ARTICLES OF ORGANIZATION

These articles of organization (constitution) are to be maintained at all times by the Executive Board.

#### Section 4 PAST PRESIDENTS

The immediate Past President may remain on the Executive Board as an advisor only to the new President for one (1) year.

#### Section 5 EMERGENCY AUTHORITY

The Executive Board in emergency or when there is insufficient time in which to convene the general membership is empowered to act for and in the name of ASTRONOMY CLUB in promoting the objectives of the ASTRONOMY CLUB and for such purpose as vested with the authorities and responsibilities of the general membership.

#### Section 6 REPORTS

The Executive Board will render reports relative to its actions, and make recommendations relative to its function, to the general membership.

#### Section 7 VOTE

Each member of the Executive Board may cast one vote on any question before the Board.

#### Section 7.1 VOTING MAJORITY

A majority of yes votes will be required to authorize any action by the Board.

#### Section 8 QUORUM (Executive Board)

A minimum of three (3) Executive Board members will constitute a quorum of the Executive Board.

### ARTICLE 6 COMMITTEES

#### Section 1 STANDING COMMITTEES

Standing committees will be created for functions of a continuing or permanent nature and will serve until the conclusion of the first Annual Meeting subsequent to their appointment.

#### Section 2 SPECIAL COMMITTEES

Special committees will be created for particular functions of a short-term nature and any such committee will serve from the time of its appointment until the function for which it was created has been discharged.

#### Section 3 APPOINTMENT

Committees will be appointed by the President unless otherwise provided herein, or by the resolution creating the committee.

#### Section 4 COMMITTEE EXPENSES

Committees may be allowed cash disbursements from the general funds to cover reasonable and actual expenses incurred in discharging their functions. Committee expenses will be regulated by the ASTRONOMY CLUB Constitution or by resolution of the General membership or the Board.

### ARTICLE 7 MEETINGS

#### Section 1 REGULAR MEETINGS

Regular meetings of the ASTRONOMY CLUB will convene upon call of the President and the membership will be notified of The time and location of the meeting at least one (1) week in advance. There shall be a minimum of one (1) regular meeting during each calendar year.

#### Section 2 SPECIAL MEETINGS

Special meetings of the general membership will convene upon call of the President, either on his own motion, or upon petition of the Executive Board, the general membership, or others petitioning with reasonable interest and cause.

### Section 3 EXECUTIVE BOARD MEETINGS

Executive Board meetings will convene upon call of the President, either on his own motion, or upon petition of the Board, the general membership or others petitioning with reasonable interest and cause as determined by the Board.

### Section 4 COMMITTEE MEETINGS

Committee meetings will convene upon call of the appropriate chairperson.

### Section 5 PLACE AND TIME OF MEETINGS

All meetings will be convened in such places and at such times as may be reasonable and adequate for their purpose and will be subject to review for such reasonableness and adequacy by the Executive Board.

### Section 6 EMERGENCY

In the event of Emergency, or local condition tending to prohibit or otherwise render impractical the convening of any meeting, the President or appropriate chairperson will use the best communications available to effect the provisions of this Constitution in the pursuit of the ASTRONOMY CLUB objectives.

## ARTICLE 8 AMENDMENTS

### Section 1 AMENDMENTS

The provisions of this Constitution may be altered, revised, added to, or rescinded only by process of amendment, as provided herein.

### Section 2 ADOPTION MEETING

Amendments to this constitution may be adopted at any regular or special meeting of the general membership provided that the summonses for any such

meetings, wherein the proposed amendments are either read or acted upon, will have included notification of such purpose.

### Section 3 INTRODUCTION

Any proposed amendment to this Constitution will be introduced into the business of a general membership meeting in writing.

### Section 3.1 TWO READINGS REQUIRED

No proposed amendment to this Constitution may be voted upon until it has been read into the business of the general membership during two (2) separate meetings in the presence of a quorum.

### Section 3.2 ADOPTION VOTE

Any amendment to this Constitution will require a two-thirds (2/3) affirmative majority of the votes cast, in the presence of a quorum, for its adoption.

### Section 4 NO BY-LAW TO ABRIDGE

No By-Law, Rule, or Amendment shall be enacted abridging the rights and privileges or waiving the responsibilities and duties of the ASTRONOMY CLUB or its members and officers as set forth in this Constitution.

## ARTICLE 9 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Roberts Rules of Order" will, when required, govern the ASTRONOMY CLUB in cases to which they are applicable and in which they are not inconsistent with the Constitution of the ASTRONOMY CLUB.

## ARTICLE 10 ASSETS

## Section 1 DESCRIPTION

The assets of the ASTRONOMY CLUB consist of all properties, whether real or personal, all equipment, all accounts, funds, or securities held in the name of the ASTRONOMY CLUB.

### Section 1.1 CASH ASSETS

As recommended by F.E.R.A., all cash accounts shall be kept with Dearborn Federal Credit Union.

## Section 2 EMPLOYMENT OF ASSETS

The ASTRONOMY CLUB will employ its assets in the pursuit of its constitutionally stated objectives and, will not employ them otherwise, nor will the ASTRONOMY CLUB suffer them to be employed otherwise.

## Section 3 FINAL DEPOSITION

Upon dissolution of the ASTRONOMY CLUB, no dividend, or other distribution of its assets, will be made to any member or officer thereof. All assets will, in such case, be applied toward accomplishing the constitutional objectives for which the ASTRONOMY CLUB was organized.