

**CODE OF REGULATIONS
OF THE
RICHLAND ASTRONOMY SOCIETY**

ARTICLE I.

Members

Section 1. In addition to the incorporating members, additional persons may be admitted to membership upon the vote or written assent incorporated in the minutes of the meeting of a majority of the members of the Board of Trustees and upon the payment by such persons of the then current annual dues. However each RAS member shall be advised in writing by the Secretary/Acting Secretary of the application for admission to membership of new members, and any member desiring to protest said admission to membership shall do so in writing to the President and Board within (10) days after receipt of said notice (Article 1, Section 2, Subsection A, Methods of Contact).

Section 2. Dues shall be payable annually, in December, (the membership period is from January 1st to December 31st, in any said year) within thirty (30) days of notification by the Treasurer. Said notification from the Treasurer may be made by email, regular mail or publication in a club newsletter. Payment of dues shall entitle the member paying the same, to membership in the Corporation for the following twelve (12) months. In the event of failure by a member to pay his dues within the time herein provided, he shall be reminded to pay dues by the end of January or make arrangements with the Treasurer. Failure to do so will result in the member's name being dropped from the RAS roster. Donation of assets or services to the RAS in lieu of dues will not be accepted.

Subsection A. Methods of Contact

The following methods of contact, singly or in combination (preferred), will be considered sufficient and adequate means for all purposes of communication concerning all RAS business, formal or informal, required in this Code of Regulations. They are, in no order of preference:

Telephone, Email, Voicemail, USPS mail or club newsletter.

Section 3. All dues issues will be decided by the Board of Trustees.

Section 4. Membership in the RAS is open to all persons who are interested in the hobby of Amateur Astronomy and who honor and abide by the rules and regulations of the RAS.

ARTICLE II.

General Meetings

Section 1. Regular annual meetings of the members shall be held on the first (1st) Sunday of December of each year at the hour and place designated in the notice therefor, or at such time and place as may be fixed by the Board of Trustees, or the Chair thereof, if circumstance does not permit the regular meeting. This meeting serves as the formal vote for

open positions on the Board of Trustees and RAS Officers. The Board of Trustees will meet separate from the general meeting to determine that all eligibility requirements are met, and if so, approve the choices from the membership and inform the RAS of the new Trustees and Officers by the 31st of December. If insufficient eligible nominees are named for any position, additional nominations will be sought from the membership.

Section 2. Special meetings of the members may be held at any time upon the call of the President or a majority of the Board of Trustees and will be at a place and time designated by agreement of the President and the Board and/or the Chair thereof.

Section 3. Notice of all non-emergency meetings shall be emailed or mailed to each member appearing as such on the books of the corporation by the Secretary at least ten (10) days prior to the date of such meetings, and in all cases of special meeting the notice therefor shall briefly state the objects thereof. If all members are in agreement, the 10 day waiting period may be waived.

Section 4. A simple majority of the members, either present, or by proxy, of the RAS shall constitute a quorum for the transaction of business not requiring Board action at any annual or special meeting of the club members.

Section 5. Regular meetings of the membership will be once a month at a time and place designated by the Board. The dates for the coming years will be announced at the December yearly meeting and published in a yearly calendar.

Section 6. A quorum for general membership meetings shall consist of a simple majority of the active membership. The Secretary will inform (Article 1, Section 2, Subsection A, Methods of Contact) the membership of the number of members in good standing. If a member cannot be present at the time set for a vote, votes may be made by proxy to any Board member or RAS Officer by the same methods and must be received previous to the date of the vote. A non-response will not be tallied as a vote.

ARTICLE III.

Board of Trustees

Section 1. The corporate powers, property and affairs of this corporation shall be exercised, conducted and controlled by a Board of Trustees. The Board of Trustees will consist of seven (7) members who serve a three- (3) year term, which will run from January 1st of the first year to December 31st of the third year. The terms of service will be staggered so that the expiration of the terms will fall as two (2) the first year, two (2) the second year and three (3) the third year, with the cycle of term expirations repeating. A simple majority (4), of the Board members shall be residents of Richland or the contiguous counties in the State of Ohio (Ashland, Crawford, Huron , Knox and Morrow) unless a majority of the Board of Trustees shall decide to waive this rule on an individual basis at the time of nomination for a Board Member position. This exception will be applied if/when needed in the view of a majority of the Board and does not/will not reflect a permanent change in the policy of the RAS

Section 2. A trustee may resign at any time by instrument in writing to that effect filed with the Secretary or any officer of the Corporation other than himself. Notification of any resignation will be promptly sent to all members of the Board, the RAS officers and general membership (Article 1, Section 2, Subsection A, Methods of Contact). Whenever by reason of the death or resignation of a Trustee there shall be a vacancy in the Board, the Board may, or will, dependent upon the length of time remaining in the term, take nominations from the membership and elect a new Trustee to serve for the remainder of the vacated term. If the remaining time of the term is less than six months and no eligible nominee is named or agrees to serve, a majority of the RAS membership may elect to wait until the end of that term to fill it.

Section 3. At each annual general meeting (the first Sunday in December unless otherwise scheduled) a vote for the expiring terms of Board membership will be made by the general membership of the RAS and given to the Board for consideration. Nominees must have been members in good standing of the RAS for a minimum of the two (2) previous years and be willing to perform the duties and accept the responsibilities required of Board members. The Board of Trustees will meet separate from the general meeting to determine that all eligibility requirements are met, and if so, approve the choices from the membership and inform the RAS of the new Trustees by the 31st of December. If insufficient eligible nominees are named for any position, additional nominations will be sought from the membership.

Section 4. Nothing herein contained shall prevent a Trustee from being re-elected to succeed himself.

Section 5. At the December Board of Trustees meeting, the Board will select a Board member to serve as Chair of the Board meetings for the next calendar year. The Chair does not succeed him or herself. Another Board member may serve as the Chair as agreed upon by a majority of the Board members present in the event that the elected Chair cannot attend the meeting.

Section 6. A quorum of the Board will be a simple majority (4) of the total number of Board members. A majority (4) of all board members is required for passage of any action. Votes may be taken by email or telephone contact if required (Article 1, Section 2, Subsection A, Methods of Contact)

Section 7. The Board of Trustees has final authority in the governance of the organization and the legal responsibilities entailed in that governance, and in all matters of the RAS and its activities.

Section 8. All spending will be approved by the Board of Trustees. The Board may give approval for discretionary spending up to an approved limit at times, such as for organizing the Hidden Hollow Convention, needed service or repairs to equipment, etc. The maximum amounts of such spending will be set by the Board after discussion of the needs and will be verified by receipts for monies spent.

ARTICLE IV.

Meetings of the Board of Trustees

Section 1. The annual meeting of the Board of Trustees shall be held in the month of December of each year after the annual general meeting of the membership and at such place and time as may be fixed by the Board or its Chair.

Section 2. Board meetings will be held a minimum of once a quarter, at a time and place designated by the Board. Board meetings may be open to the general membership of the RAS or in a closed executive session, such necessity being determined by the Board.

Section 3. At any meeting, any business of whatever nature may be considered and acted on, except as otherwise herein provided with respect to amendments to the Code of Regulations. Board meetings shall consist of a simple majority (4) of the total Board members. A majority of the Board must be present to make any binding decisions. If a majority of the Board cannot be present and proxies cannot be obtained by email or telephone contact (Article 1, Section 2, Subsection A, Methods of Contact) the meeting must be rescheduled with a majority of the Board present to conduct business.

Section 4. Notice of each meeting of the Board, which notice need not state the purpose of the meeting, shall be given to each Trustee (Article 1, Section 2, Subsection A, Methods of Contact), not less than forty-eight (48) hours before the time of the meeting except as otherwise herein provided with respect to meeting which amendments to the Code of Regulations are to be considered. The Secretary, or any member of the corporation acting under the instructions of the Board Chair or the RAS President, shall give such notice.

Section 5. At any meeting of the Board, a quorum shall consist of not less than a majority of the Trustees. A vote of a majority of the Trustees shall control.

Section 6. Emergency or Special Board meetings may be called at the request of three (3) or more Board members. Telephone contact and email will be used to expedite the process. The Board or the Chair shall determine the date, time and location of said meeting.

ARTICLE V.

Officers

Section 1. The officers of the RAS shall be the President, Vice-President, Treasurer, and Secretary who serve a one (1) year term which will run from January 1st to December 31st of said year. The same person may hold two or more offices, other than those of President and Vice President. Officers need not be members of the Board but are not precluded from being such. Additionally, the positions of Observatory Director, Public Education/Outreach Director, Grants Coordinator and Webmaster, which are to be filled by volunteers competent in those respective areas, may or will be designated by the Board of Trustees in mutual agreement with said volunteer. These are not elected, but appointed positions

Section 2. At each annual general meeting (the first Sunday in December unless otherwise scheduled) votes for RAS officer positions will be made by the general membership of the RAS and given to the Board for consideration/approval. Nominees must have been members in good standing of the RAS for a minimum of the two (2) previous years and be willing to perform the duties and accept the responsibilities required of RAS Officers. The Board of Trustees will meet separate from the general meeting to determine that all eligibility requirements are met and approve the choices from the membership and inform the RAS of the new Officers by the 31st of December. If insufficient eligible nominees are named for any position, additional nominations will be sought from the membership.

Section 3. The position of Observatory Director must be filled by a member who is technically competent in operating and maintaining the equipment of the RAS and WRO (Warren Rupp Observatory), and be acceptable to the Friendly House/Hidden Hollow Board of Trustees. This is an appointed office, filled by a competent volunteer, and is not limited to any set term of office, but who performs the service as so agreed to by the Board and the appointee.

Section 4. The Board will appoint a Webmaster, whose duties will be to administer and maintain the RAS/WRO website. This is an appointed office, filled by a competent volunteer, and is not limited to any set term of office, but who performs the service as so agreed to by the Board and the appointee. If no qualified member offers to serve, this position will remain vacant until such time a qualified volunteer applies for consideration.

Section 5. The Board will appoint a Public Education/Outreach Director, whose duties will be to direct and coordinate the RAS efforts in public education/outreach and. This is an appointed office, filled by a competent volunteer, and is not limited to any set term of office, but who performs the service as so agreed to by the Board and the appointee. If no qualified member offers to serve, this position will remain vacant until such time a qualified volunteer applies for consideration.

Section 6. The Board will appoint a Grants Coordinator, whose duties will be to coordinate efforts to obtain grant funding for the RAS. This is an appointed office, filled by a competent volunteer, and is not limited to any set term of office, but who performs the service as so agreed to by the Board and the appointee. If no qualified member offers to serve, this position will remain vacant until such time a qualified volunteer applies for consideration.

Section 7. Except in case of death, resignation, incapacity or removal, officers shall serve until the close of the next annual meeting of the Board and until their respective successors are elected. A vacancy in any office may be filled for the unexpired term by nomination of the Board of Trustees and vote of the general membership of the RAS.

Section 8. Any officer may resign at any time by instrument, in writing, or by email to the effect filed with any member of the Board or RAS officer. Notification of any resignation will be promptly sent to all members of the Board, the RAS officers and general membership (Article 1, Section 2, Subsection A, Methods of Contact).

Section 9. Nothing herein contained shall prevent a officer from being re-elected to succeed himself.

Section 10. Persons serving as RAS officers are not Board members by means of the officer position but may serve as elected Board members at the same time. RAS officers have no vote at Board meetings. The Board will select which nominees will serve as RAS officers at a Board meeting to be held before the end of the current year (not the December general meeting) and make public the selections for new terms as RAS officers.

Section 11. The duties of the RAS officers are determined by the Board in order that the operations of the RAS may proceed in an orderly manner.

ARTICLE VI.

Duties of Officers

Section 1. The President shall preside at all monthly general meetings of the RAS and shall perform such other duties as the Board may require.

Section 2. The Vice President shall perform such duties as the Board may require and during the absence or incapacity of the President, shall exercise the powers of the President in order of their designation.

Section 3. The Secretary shall keep records of the proceedings of all meetings of the Society at which he may be present. He shall perform all the usual duties of his office, and such other duties as the Board may require.

Section 4. The Treasurer shall submit to the Board and membership at each annual meeting a report reviewing the operations of the corporation for the previous year, and he shall also submit at other meetings of the Board such other reports as the Board may require. He shall perform all the usual duties of his office, and such other duties as the Board may require.

Section 5. The Observatory Director shall coordinate observing sessions with members and Friendly House and be responsible for the maintenance all RAS & WRO equipment. The Observatory Director shall serve as the liason with Friendly House along with any officer that may be so appointed by the Board. An Assistant to the Observatory Director may also be appointed, at the discretion of the Board, and shall not be an officer, but shall assist the observatory director with maintenance of WRO. The Assistant Observatory Director may serve as an RAS officer in another capacity or as a Board member.

The Observatory Director, with necessary information and assistance from members, will develop/maintain a current asset inventory of equipment belonging to RAS and arrive at a valuation for insurance coverage of the same.

The Observatory Director, with necessary information and assistance from members will develop/maintain a current asset inventory of equipment belonging to members stored on the grounds of the RAS and Warren Rupp Observatory.

Section 6. The Public Education/Outreach Director shall perform such duties as the Board may require for the furtherance of the public education activities of the RAS. The Public Education/ Outreach Director will lead in the development of educational programs, training

members to assist in the presentation of educational programs and any other duties the Board may require.

The Public Education/Outreach Director will keep the Board and general membership informed of the current state of these activities.

Section 7. The Webmaster shall administer and maintain the RAS/WRO website, and see that the requirements of the Board, for the RAS Internet presence are met. The website will reflect the mission and purpose of the RAS and all content will be appropriate to the same, and subject to Board approval.

Section 6. The Grants Coordinator shall coordinate efforts to obtain grant funding for the RAS. Any grant opportunities that members of the RAS become aware of should be brought to the attention of the Grants Coordinator who will bring it before the Board.

The Grants Coordinator will keep the Board and general membership informed of the current state of these activities.

ARTICLE VII.

Committees

Section 1. The Board may appoint an Executive Committee and such other committees and assign to them such duties and powers, as the Board may deem desirable in the interest of furthering the purposes of facilitating the administration of the corporation. An executive committee shall have the powers conferred upon it by the Articles and Code of Regulations and shall act for the Board between meetings of the Board.

ARTICLE VIII.

Control of Committees and Officers

Section 1. Notwithstanding any other provisions of this Code of Regulations, the Board of Trustees at all times shall have authority to limit the powers and duties of all committees and officers, to delegate to any other committee or officer the powers and duties of any committee or officer, to rescind any action taken by any committee or officer (subject to the rights, if any, of third persons), and to control and remove any officer or any member of a committee at any time.

ARTICLE IX.

Contributions and Donations

Section 1. The application of funds of the Corporation to the purposes specified in the Articles of Incorporation shall be under the control and supervision of the Board of Trustees. The Board may delegate to any officer or officers or to a committee the power to authorize individual contributions or donations subject to such limitations of the exercise of such power as the Board may prescribe.

Section 2. In no event shall the Corporation make any part of its services or funds available on a preferential contributions to the Corporation controlled by such person, firm or corporation through ownership, directly or indirectly, of fifty per cent or more of the total confined voting power of all classes of stock entitled to vote or fifty per cent or more of the total value of shares of all classes of stock of such corporation.

ARTICLE X.

Investment of Funds

Section 1. The investment, sale, and reinvestment of the funds of the Corporation shall be subject to the provisions of this Article.

Section 2. The Corporation shall not make any substantial purchase of securities or any other property for more than adequate consideration in money.

Section 3. The corporation shall not sell any substantial part of its securities or other property for less than an adequate consideration in money.

Section 4. The members of the Board of Trustees shall be under a duty to exercise reasonable care to avoid the investment of funds of the corporation in such a manner as to jeopardize the carrying out of the purposes of the Corporation, but shall have the right to retain any securities or other property received by the Corporation without any liability whatsoever.

ARTICLE XI

Code of Conduct

Section 1. All members of RAS are expected to treat one another with respect and common courtesy. Harassment, intimidation, threatening behavior, abusive language and other forms of negative interaction will not be tolerated by RAS. Members will conduct themselves in accordance to provisions in the Lease agreement with Friendly House. This applies to all members of the RAS. If it is deemed necessary by a majority of the Board of Trustees, the offending member(s) will be subject to expulsion from the RAS. Membership in the RAS is a privilege, not a right, and all members shall abide by the Code of Conduct and other regulations of the club.

ARTICLE XII

Non-Discrimination Policy

Section 1. Handicap, race, creed, religion or sexual orientation of the applicant shall not limit membership to RAS. RAS does not sanction discrimination against anyone, regardless of race, creed, religion, sexual orientation or handicap, at any RAS event. Members doing so are subject to revocation of membership, at the discretion of the Board of Trustees.

ARTICLE XIII

Disposition of Assets in the Event of Dissolution of the Society

Section 1. In the event of RAS dissolution all remaining assets will either be sold (at a fair market value) to members, wishing to retain certain assets, or donated to worthy non-profit organization(s) to be named at the date of dissolution as determined by the Board of Trustees. Any money collected from the sale of assets to members will also be donated to the same worthy non-profit organization(s). The organization(s) receiving RAS assets and money will be one(s) that promote amateur astronomy (i.e. The Astronomical League, The International Dark Sky Association, The Night Sky Network, etc.)

ARTICLE XIV

Conflict of Interest Policy

Section 1. No member shall be compensated for work performed for the society, nor shall he/she be connected to any organization contracted by RAS.

Section 2. Tax deductible contributions may be made to the RAS as long as the intent is not to influence RAS or be earmarked for a specific purpose that is under debate.

Section 3. RAS Board members and RAS officers will not hold similar positions in other Astronomical Organizations. This is to prevent conflicts of interest in obtaining grants, financial aid, and the organization of public education or service programs. The exceptions would be those organizations which are regional or national or international organizations which are confederations of individual groups or pursue a common cause in the Astronomical community (i.e. The Astronomical League, The International Dark Sky Association, The Night Sky Network, etc.)

ARTICLE XV

Friendly House

Section 1: The RAS is a guest of Friendly House, Inc., which owns Hidden Hollow, the RAS clubhouse, and Warren Rupp Observatory (WRO).

Section 2: The RAS members will follow the current observatory director's instructions when requesting use of the clubhouse or observatory.

Section 3: The RAS members not following the director's instructions may have their membership revoked.

Section 4: The RAS members are expected to follow other Friendly House requests when made.

Section 5: Continued use of Hidden Hollow is dependent upon complying with the rules and regulations of Friendly House along with lease renewal as approved by Friendly House and RAS

Section 6: A current asset inventory will be kept of equipment belonging to RAS and all members property stored on the grounds of the RAS and Warren Rupp Observatory. In the event a lease cannot be renewed all RAS assets will be removed from Hidden Hollow at a time agreed upon by RAS and Friendly House. Equipment which is the personal property of individual RAS members will also be removed at the agreed upon time by those members or others acting in their place.

Section 7: See article XII for disposition of assets in the event of dissolution of RAS.

ARTICLE XVI

Use of RAS and WRO Equipment

Section 1: Assets will remain at RAS and WRO unless used for public education, or as excepted under Sections 4 and 5 of this article.

Section 2: Assets will be returned in a reasonable amount of time to RAS and WRO once the off-site educational presentation(s) is/are completed, as determined by the Board of Trustees , Observatory Director or President.

Section 3: All members will be allowed to use RAS and WRO assets once appropriate training has been completed and certified by the Observatory Director or other responsible trainer as Designated by the Observatory Director or Board at WRO.

Section 4: Members may request use of RAS or WRO assets for their private (home) use with a written request to the Observatory Director or President.

Section 5: The Observatory Director, or Observatory Director and President will approve requests for the private use of RAS assets and determine the amount of time a member will be allowed to use RAS or WRO assets for personal use. If the assets are of major value and/or require special training in their use, the Observatory Director may take the request up with the Board of Trustees if they determine it advisable.

Section 7: Any member abusing equipment privileges may have their membership revoked, as determined by the Observatory Director, President and Board of Trustees.

Section 8: Damaged equipment must be reported immediately to the Observatory Director or President.

ARTICLE XVII.

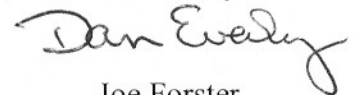
Amendments

Section 1. This Code of Regulations may be amended at any regular or special meeting by a majority vote of the Board of Trustees of the Corporation, provided that not less than ten (10) days' notice of such a meeting shall be given and the notice shall have included a statement that the matter of amending the Code of Regulations will be considered at such meeting.

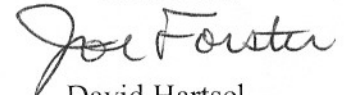
IN WITNESS WHEREOF, we have hereunto subscribed our names this

14th Day of December 2008


Dan Everly



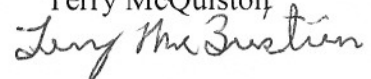
Joe Forster



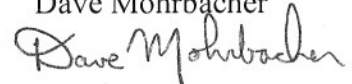
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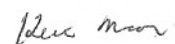
Terry McQuiston



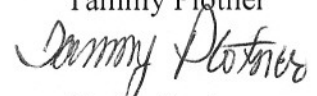
Dave Mohrbacher



Keith Moore



Tammy Plotner



Bruce Scodova

