

ASTRONOMICAL LEAGUE



FINAL PROPOSED REVISIONS

to

BYLAWS

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Astronomical League Bylaws

Astronomical League Bylaws
As Amended 2023

Preamble

The purposes of the Astronomical League (hereinafter referred to as the “League”) shall be:

To promote the science of astronomy,
To promote public education in astronomy,
To encourage and coordinate activities of amateur astronomical societies,
To foster observational and computational work and craftsmanship in the various fields of astronomy, and
To provide a medium for correlating amateur activities with professional research.

Article I. Members

Section 1. Membership Criteria

All classes of membership in the League shall be contingent upon (a) acceptance of these Bylaws by the proper authority of the organization or by the individual, (b) approval by the League Council, and (c) payment to the League Treasurer of the prescribed fees and dues as specified in Standing Resolution #9 for the appropriate category of membership.

Section 2. Membership Classes

Membership classes of the League shall be:

- a. Member Society** - Any club, society, or organization with a bona fide interest in astronomy and three (3) or more members may become a member of the League.
- b. Member-at-Large** – Any individual with a bona fide interest in astronomy may become a member of the League.
- c. Youth Member-at-Large** – Any individual under the age of eighteen (18) with a bona fide interest in astronomy may become a member of the League.
- d. Affiliate Member** - Any national or international company, corporation, manufacturer, society, or other organization with a bona fide interest in astronomy and a desire to lend financial support to the League may become an affiliate member of the League.
- e. Patron Member** - Any individual with a bona fide interest in astronomy and a desire to lend financial support to the League may become a patron member of the League.
- f. Honorary Member** - The title of Honorary Member of the League may be bestowed upon any person who has made a significant, sustained, or outstanding contribution to the League or the science of astronomy. It is granted only upon unanimous approval of the Council.
- g. Lifetime Member**- Any person with a bona fide interest in astronomy and a desire to lend financial support to the League at the dues level described in Standing Resolution 9 may become a lifetime

member of the League.

Section 3. Privileges of Members

All classes of membership are entitled to participate in League affairs, address the Council as specified in Article VIII, Section 2.c., attend national business meetings, and receive official notices and publications of the League:

a. Member Societies shall have these additional privileges:

1. The right to have one (1) vote at national conventions and in national elections and affairs and one (1) additional vote for each ten (10) members, or part thereof, in good standing beyond the first ten (10). Voting in national elections shall be as outlined in Article IV.
2. The right to be represented on the Regional Council of the region in which the society is located.
3. The right of members listed on the society's membership roster to hold national or regional offices if at least 18 years of age and to serve on League committees.
4. The right to vote at League Business Meetings and the right to vote at regional conventions of the region in which the society is located as provided in Article IX.

b. Members-at-Large shall have these additional privileges:

1. The right to have one (1) vote at national conventions and in national elections and affairs. Voting in national elections shall be as outlined in Article IV.
2. The right to hold national or regional offices if at least 18 years of age and to serve on League committees.
3. The right to vote at League Business Meetings and the right to vote at regional conventions of the region in which the member resides.

c. Youth Members-at-Large shall have the same additional privileges as Members-at-Large.

d. Patron Members shall have the same additional privileges as Members-at-Large.

e. Lifetime Members shall have the same additional privileges as Members-at-Large.

Section 4. Non-Exclusive Memberships

Membership in any membership class set out in this Section 2 of this Article is non-exclusive, meaning that the member is free to join other membership classes for which the member is qualified and is entitled to the full voting privileges granted by each class as set out in Section 3 of this Article.

Section 5. Online Clubs

Online or virtual clubs may not cast more votes in national elections and affairs than the number of votes accorded to a society of 500 members unless the online or virtual club charges total dues equal to at least four times the current League per-member rate. This rule shall not apply to League members societies that normally hold regular in-person membership meetings, but, due to pandemics or other causes, cancel in-person meetings on a temporary basis.

Section 6. Membership Lists

Membership lists, to include member's names, addresses, email addresses and phone numbers, shall not be used for any commercial purpose nor be sold to or purchased by any person.

Section 7. Quorum

A quorum of the membership for purposes of national voting shall consist of not less than 10 percent of the membership. This is required by Missouri state law.

Section 8. ALCors

a. Designation. To maximize the benefits of League membership, the League encourages each member society to designate an Astronomical League Correspondent ("ALCor").

b. Duties. The duties of the ALCor may include (a) provision of society membership roster updates to the League's National Office, ideally on a quarterly basis, (b) receipt and transmission to society members and officers of all communications from the League including, but not limited to, notices, announcements, and ballots, and (c) communication of society questions, concerns, suggestion, and requests to the League.

Article II. Officers

Section 1. National Officers

The national officers of the League shall be the President, Vice-President, Secretary, Treasurer, and Executive Secretary (hereinafter referred to as "national officers"). All national officers must be at least 21 years of age. The national officers shall be members of the Council. The Council, described in Article III, may appoint such assistants to the national officers as are deemed necessary for the proper operation of their offices. These assistants shall serve such terms, and be removed from their positions when deemed necessary, as the Council decides.

Section 2. Executive Committee

The national officers described in Section 1 of this Article shall constitute the Executive Committee of the League, hereinafter referred to as the Executive Committee. The Executive Committee shall be empowered to act on behalf of the Council, and with its full authority, on matters requiring Council action that arise at such times as the Council is not in Session. Members of the Executive Committee shall have one (1) vote each.

Section 3. Terms of Office

The terms of office of the national officers shall be as follows:

a. The offices of the President, Vice-President, and Secretary shall be for two (2) years, with those of the President and Vice-President running concurrently. The Secretary's term shall begin in the interim year.

b. The offices of Treasurer and Executive Secretary shall be for three (3) years. The terms shall begin in successive years, with that of the Treasurer coming first.

c. National officers may not hold more than two (2) consecutive terms of office in the same executive position. For purposes of this subsection, appointment or succession to an office with more than one (1) year remaining in an unexpired term shall be regarded as a term of office.

d. Each term shall begin on September 1.

Section 4. Resignation.

Officers may resign by delivering written notice to the Secretary or, in case of resignation of the Secretary, to the President.

Section 5. Removal

a. A national officer may be removed from office without cause prior to completion of a term of office in accordance with MO Rev Stat 355 § 346 (2021).

Section 6. Simultaneous Offices

a. No person may hold two national offices simultaneously. If a person is elected or appointed to, or succeeds to, a second national office while holding a first, that person will be deemed to have resigned the first office upon commencing the second.

b. A Regional Chair or Representative may hold national office simultaneously but will be limited to one (1) vote on Council per Article III, Section 6.

Section 7. Duties

The duties of the national officers shall include the following and such other duties as the Council may, from time to time, assign:

a . The President (i) shall be the chief executive officer of the League; (ii) shall have general charge and supervision of the business and affairs of the League, subject to the powers vested in the President by the Council; (iii) shall have the power to sign, execute and terminate all contracts, deeds, obligations, and other legal instruments in the name of the League as authorized by the Council; (iv) shall preside over Business, Council and Executive Committee meetings and shall have a vote on all issues; (v) may call special sessions of the Council or Executive Committee as prescribed in Article VIII; (vi) shall create, dissolve, and appoint and remove members of ad hoc committees; (vii) shall be an ex-officio member of all standing and ad hoc committees except the Nominating Committee; (viii) shall appoint national officers to fill vacancies as provided in Article II, Section 7.b.; (ix) shall appoint Regional Chairs and Representatives to fill vacancies as provided in Article IX, Section 13.b.; (x) shall be responsible for national convention planning and for obtaining all required signatures on convention agreements as set out in Standing Resolution #2, subject to negotiated amendments thereto; and (xi) may, as the most recent living past-president, serve as a non-voting advisory member of Council until succeeded.

b . The Vice-President (i) shall assist the President in the discharge of presidential duties and perform them in the case of absence, death, disability, or resignation of the President; (ii) shall chair or, if a candidate for office, co-chair the Nominating Committee; (iii) shall chair national award committees delegated to the Vice-President by the President or by Standing Resolution of the Council; (iv) shall promote the presentation of annual awards in each League region; and (v) shall serve as ex-officio member on all League award committees.

c . The Secretary (i) shall record and preserve the minutes of the Council, Executive Committee, and Business meetings and distribute these minutes within sixty (60) days following said meetings to the Council and to the League Webmaster for posting online; (ii) shall provide a summary of the Council and

Business meetings in the next edition of the League publication and shall make additional copies of the minutes available to members of the League upon request; (iii) shall provide each member of the Council at the annual meeting with a notebook containing the current Bylaws and each Standing Resolution of the League, provide annual inserts updating the Standing Resolutions, and include minutes of all meetings in the previous year; (iv) shall issue notices of Council and Executive Committee Meetings; (v) shall announce to the Executive Committee any called meeting to be conducted in person, virtually or by electronic means and transmit to the Executive Committee the results of any voting conducted by electronic means; and (vi) shall file with the Secretary of State of Missouri the annual corporate report due on August 31 of each year if filing annually or due by August 31 of each even-numbered year if filing biennially.

d . The Treasurer (i) shall receive all dues and other funds due the League and shall keep proper books of account of all monetary transactions; (ii) shall place the funds in a repository approved by the Council and shall present an account of all transactions as Treasurer and of the financial condition of the League to the Council at the annual Council meeting and to the Executive Committee when requested but at least quarterly; (iii) shall pay all legal obligations of the League unless instructed otherwise by the President or Council; (iv) shall be bonded if requested by Council; (v) shall conduct audits of League Sales, League regions, and League-owned property when requested; (vi) shall maintain an accurate and up-to-date inventory of all League property; (vii) shall annually prepare IRS form 990 in time to meet the required IRS deadline; and (viii) shall serve as Trustee and Treasurer of the League Trust Fund

e . The Executive Secretary (i) shall oversee the national headquarters of the League; (ii) shall annually review the hourly rate and expense reimbursement rates of all employed staff members; (iii) shall work with the National Office Manager, the Treasurer, and a correspondent from each member society to maintain an up-to-date membership roster; (iv) shall manage the election process of national officers in accordance with Article IV, Sections 2d and 3, unless a candidate for national office; (v), shall assist in the process of removal of a Regional Chair or Representative in accordance with Article IX, Section 12; (vi) shall serve as Secretary *pro-tempore* if the Secretary is unable to serve and until the Secretary is able to resume duties or until a new Secretary is appointed or elected; and (vii) shall manage voting regarding adoption of proposed amendments to the Bylaws in accordance with Article XII, Section 3.

Section 8. Succession and Appointment

a. In the event of the death, resignation, removal, or disability of the President, the order of succession shall be Vice-President, Secretary, Treasurer, and Executive Secretary.

b. In the event of the death, resignation, removal, or disability of an executive officer other than the President, the President may appoint a successor to fill the unexpired term with the consent of a majority of the entire Executive Committee.

c. If two or more executive offices other than the President must be filled under Section 5b of this Article, the unfilled offices shall be filled by Council

Article III. Council

Section 1. Function

The Council serves as the League's board of directors. The affairs of the League shall be managed by the Council as provided for in these Bylaws and in the Standing Resolutions which Article III, Section 8, prescribes.

Section 2. Membership

The Council shall consist of: (a) the Chair of each Region, (b) the Regional Representative of each Region, (c) the Executive Committee, (d) the most recent living past-president as provided for in Article II, Section 6.a.(xi), and (e) a representative of the Western Amateur Astronomers.

Section 3. Membership Requirements

Council members must be League members in good standing and at least 18 years of age.

Section 4. Quorum.

The presence of two-fifths (2/5) of the members of the Council, not counting the immediate living past-president, shall constitute a quorum, provided that at least three (3) regions are represented.

Section 5. Voting

In order to pass any resolution, motion, appropriations, or any other matter requiring action in a Council session, a majority vote of the members present shall be necessary except for matters requiring a larger vote as provided for in these Bylaws or by common law.

Section 6. One Person-One Vote

The League adopts the One Person-One Vote rule set out in Robert's Rules of Order with respect to voting on Council. No person may cast more than one (1) vote at Council even if that person holds more than one office, each of which, alone, would entitle that person to a vote. This vote shall be in addition to a proxy vote held under Section 7 of this Article.

Section 7. Proxy Voting

Council members, other than the President, who are unable to attend the Council meeting, may be represented by proxy. A written statement designating the substitute and signed by the respective Council member, is necessary before the proxy may be seated. The Regional Chair may also assign the proxy for an absent regional Representative. Proxies may not be assigned by a proxy holder. No person may vote more than one (1) proxy at Council. Proxy holders are subject to the fiduciary obligations of Council members. Proxies must be delivered to the Secretary in writing or by electronic means.

Section 8. Operating Procedures

Standard operating procedures of the League or its activities shall be defined by Standing Resolutions:

- a.** Standing Resolutions shall be passed by the full Council when and only when it is in open session at a national convention or when meeting virtually if no in-person convention is held.
- b.** No Standing Resolution shall be adopted that conflicts with these Bylaws.
- c.** Standing Resolutions shall be in force from the time they are passed until they are revoked by the full Council in open session at a national convention or when meeting virtually if no in-person convention is held.
- d.** The Bylaws and Standing Resolutions notebook shall be the property of the League and at least one per Council Member shall be made available by the Secretary at each convention.

Section 9. National Office (HQ)

The League operates a National Office (headquarters), and the Council or Executive Committee may hire consultants or employees as needed and as finances allow. Duties of any consultants or employees will be described in Standing Resolutions. The paid National Office staff will be supervised by the Executive Secretary.

Article IV. Elections

Section 1. Voting

- a. The officers of the League shall be elected by a plurality vote cast on official ballots mailed or transmitted electronically to all members.
- b. If no nominees are identified on the mailed or electronically transmitted ballots for a particular office up for election, election to that office shall be decided by a majority vote of Council at the annual Council meeting, or, if the convention is canceled, at a virtual meeting of Council.
- c. In the unlikely event of a tie on the mailed or electronically transmitted ballots, the tie shall be broken by a majority vote of Council at the annual Council meeting or, if the convention is canceled, at a virtual meeting of Council.

Section 2. Nominating Committee

- a. The Vice-President shall serve as Chair of the Nominating Committee which may include, but not be limited to, the Regional Representatives from as many Regions as possible. The Chair shall issue, through the medium of the League's publication, a call for nominations at least six (6) months prior to the national convention at which the election results will be announced. If the Vice-President wishes to be a candidate, the President shall appoint a Co-Chair.
- b. The deadline for receiving nominations shall be March 31 or three (3) months before the annual convention, whichever is earlier (the "Ballot Nomination Deadline").
- c. The Nominating Committee, in its discretion, shall have 15 days after the Ballot Nomination Deadline in which to secure nominations, or additional nominations, for any office for inclusion on the mail ballots.
- d. At the expiration of the 15-day period set out in Section 2c, above, the Nominating Committee Chair or Co-Chair shall report the nominees for each office to the President and the Executive Secretary.

Section 3. Ballots

- a. The Executive Secretary (or a non-candidate national officer if the Executive Secretary is a candidate) shall direct the National Office Manager to submit to each member a mailed or electronically transmitted ballot, along with biographical data on each candidate, by May 31 or two (2) months before the annual convention, whichever is earlier. The ballot shall instruct members regarding voting procedures.
- b. The National Office Manager shall review the number of members in each member society and determine each society's weighted club vote pursuant to Article I, Section 3a(1).
- c. The ballot shall make provision for write-ins for any office for which there is at least one (1) nominee on the ballot.

d. If there is no nominee on the ballot for a particular office, no provision shall be made for write-ins for that office, and the ballot shall contain a notice that the office will be filled at the annual Council meeting.

Section 4. Election Procedure

a. Ballots shall be counted by a National Office staff member assigned by the National Office Manager prior to the convention and shall be counted again before the annual Council meeting by the Nominating Committee Chair (or by the Co-Chair if the Chair is a candidate) in the presence of two additional League members who are not League officers or candidates for office.

b. Results of the election shall be reported by the Nominating Committee Chair (or by the Co-Chair if the Chair is a candidate) to Council at the annual Council meeting.

c. If two or more candidates are tied for the highest number of votes on the ballots, the tie shall be broken by a majority vote of Council.

d. In the event of the death, disability, or declination to serve of the only candidate for an office on the ballot or of the winning candidate for an office on the ballot, the office will be filled by a majority vote of Council at the annual Council meeting.

e. If an election to national office is to be conducted by Council pursuant to Sections 3(d) or 4(d) of this Article, (1) notice shall be given to the membership, either on the ballot or on the League website, that any member may nominate someone for consideration by Council by contacting the Executive Secretary prior to the scheduled date of the annual Council meeting, and (2) Council members may nominate additional candidates for consideration at the annual Council meeting.

f. In the event of the death, disability, or declination to serve of the officer-elect occurring after the annual Council meeting, the office will be deemed vacant on September 1 and will be filled pursuant to the succession and appointment provisions set out in Article II, Section 7.

g. The mail ballots or electronic ballot files shall be retained by the National Office Manager for sixty (60) days after announcement of election results at the annual Business Meeting and may then be destroyed or deleted provided that the election results have not been challenged under Article IV, Section 5.

Section 5. Election Misconduct

a. Members shall not engage in activity that (i) implies League endorsement of any candidate for League office or (ii) implies League endorsement of any policy that has not been approved by Council. Activities that imply League endorsement include, but are not limited to, statements that the League endorses a candidate or policy and the use of League funds, League logos, or League letterhead for these purposes. Groups or committees may be formed around genuine policy differences or for the support of specific candidates so long as no official League endorsement is made or implied. Members of Council shall not endorse any candidate for League office but may endorse and promote any League policy approved by Council.

b. Any member may challenge election results on any of the following grounds: (1) alleged irregularity in the tabulation of votes, (2) alleged violation of the election procedures outlined in Article IV, or (3) alleged misconduct in violation of Article IV, Section 5a. Such a challenge shall be filed by registered postal mail and must be received by the National Office within sixty (60) days of the announcement of the election results.

c. In the event of a challenge, Council, meeting in person or virtually, shall decide within sixty (60) days after such challenge what parts, if any, of the election results should be considered invalid. Offices that are the subject of an election challenge shall be filled by the winner of the election as determined by Council or, if no winner is determined by the succession and appointment provisions Article II, Section 7.

Article V. Dues

Section 1. Dues Renewal

All dues are renewable by June 30 of each year. Any member whose dues are not paid by June 30 of the year when billed will be considered delinquent.

Section 2. Termination

Membership and privileges of any person who is delinquent in payment of dues may be terminated in accordance with procedures established by Council. The Executive Committee, at its discretion, may suspend mailing of publications to delinquent members.

Section 3. Dues Rates

Dues and fees for all classes of membership shall be periodically reviewed and fixed by the Council. Current dues rates shall be recorded as amendments to Standing Resolution #9.

Article VI. National Conventions

Section 1. Convention Scheduling

A national convention shall be held each year at a time and place designated by the majority vote of Council or of the Executive Committee if Council is not in session. Conventions may be canceled for reasons of pandemic or other exigent circumstances.

Section 2. Convention Hosts

The national convention shall be hosted and conducted by one or more League committees or groups or by member societies. The League may share profits from the convention with a host society or groups in a proportion approved by the Council, but in no case shall the League receive less than fifteen (15) percent of net profits. Losses will be shared on the same basis.

Section 3. Registration Fees

The registration fees for the national conventions may be tentatively set by the host society and shall be approved in advance of the convention each year by the Council or the Executive Committee. The registration fee will be distributed as outlined in Standing Resolution 2 (Convention Agreement), paragraph 6.

Section 4. Council and Business Meetings

Provision will be made at the national convention for the annual Council and Business Meetings of the League as outlined in Article VIII, Sections 1 and 2, and in Standing Resolution 2, paragraph 1.

Section 5. Joint Conventions

The Executive Committee may approve the participation of other organizations in its Conventions

Section 6. Convention Oversight

The President shall appoint an ad hoc committee chaired by the President or other appointee to maintain oversight of convention planning and finances. The Council shall be the final authority in resolving questions or disputes concerning the conduct of national conventions.

Article VII. Committees

Section 1. Standing Committees

Standing Committees of the League shall include all committees and activity/service sections that are created by operation of League Bylaws and Standing Resolutions. Standing Committees shall include the League's regions.

Section 2. Ad Hoc Committees

Ad Hoc Committees of the League shall include all committees and activity/service sections that are created by the President from time to time to effectuate the purposes of the League and that are not created by operation of League Bylaws or Standing Resolutions.

Section 3. Creation and Dissolution of Committees

a. Standing Committees may be created or dissolved by amendment of League Bylaws or Standing Resolutions, as appropriate.

b. Ad Hoc Committees may be created or dissolved at the discretion of the League President.

Section 4. Appointment and Removal

a. Members of Standing Committees may be appointed or removed by majority vote of Council unless other procedures are established in the Bylaws or Standing Resolutions that created the Standing Committees.

b. Members of Ad Hoc Committees may be appointed or removed at the discretion of the President.

Section 5. Committee Reports

By June 30 of each year, all Standing and Ad Hoc Committees shall submit to the League Secretary a report on committee activities and submit to the Treasurer a report on committee finances and projected budget.

Article VIII. Meetings

Section 1. Business Meetings

The League Business Meeting shall be held annually at the place of, and during the period of, the national convention. The exact time and place will be stipulated by the Executive Committee. Twenty (20) delegates shall constitute a quorum, provided that at least five (5) Member Societies are present. Voting on ordinary business motions at the Business Meeting shall be by majority vote of those in attendance. Ordinary business motions shall not include elections of Trust Fund Trustees or any matter for which an alternative decision process is set out in these Bylaws or Standing Resolutions.

Section 2. Council Meetings

a. The Council shall be in regular session during the period of, and at the place of, the national convention. The President shall fix the time of such meeting with sufficient notice so that the Secretary can and will transmit this information to Council members at least thirty (30) days prior to the convention. During this session, the Secretary shall, in accordance with Article II, Section 6.c.(iii), submit the minutes of any Executive Committee or Council sessions held since the last national convention.

b. Council meetings may be called by the President, by majority vote of the Executive Committee, or by petition of one-fifth (1/5) of the Council members then serving.

c. Any member may have business brought before the Council in regular session by petitioning, either orally, by electronic means, or by postal mail, a Council member from the region in which the member resides. If said Council member deems it necessary, the member(s) with business before the Council may then address the group directly, subject to Council approval. Proposals or issues to be brought before the Council or Executive Committee for action between national conventions shall be submitted to the President by mail or by electronic means.

d. The Council may hold additional meetings or conduct business virtually or by electronic means. Council members must be notified by electronic means at least one (1) week in advance of any proposed virtual meeting or electronic exchange involving voting unless emergency circumstances require shorter notice.

Section 3. Executive Committee Meetings

a. The Executive Committee shall meet at the place of, and during the time of, the scheduled regular session of the Council until such time as a quorum of Council members is present. The presence of three (3) of its members shall constitute a quorum of the Executive Committee.

b. The Executive Committee may hold additional meetings or conduct business virtually or by electronic means if requested by the President or by petition to the President by a majority of the Executive Committee. Executive Committee members must be notified by electronic means at least two (2) days in advance of any proposed virtual meeting or electronic exchange involving voting unless emergency circumstances require shorter notice.

Section 4. Rules of Procedure

The parliamentary rules of procedure for all League meetings shall be Robert's Rules of Order, Newly Revised, unless different rules of procedure have been established by these Bylaws. The President or a presidential appointee shall serve as parliamentarian for interpretation and administration of these rules.

Article IX. Regions and Regional Activities

Section 1. Establishment

Regions shall be established by the Council in Standing Resolution 13 and shall constitute Standing Committees of the League.

Section 2. Regional Council

A Regional Council shall conduct the business and administer the affairs of each Region and shall perform such other duties as prescribed by itself. Such Council shall consist of the Regional officers, the

Regional Representative, the President or his/her proxy from each member society in the region, and one representative of the members-at-large within the region.

Section 3. Regional Officers

The Regional Officers shall consist of a Chair, Vice Chair, Secretary and/or Treasurer. Regional officers may also include the Regional Representative if Regional Bylaws so provide. The Regional Officers shall be empowered to act on behalf of the Regional Council, and with its full authority, on all matters other than the election of Regional officers that may require attention when the Regional Council is not in session.

Section 4. Regional Representatives

a. Each region shall elect a Regional Representative to a three (3) year term on the League Council. as provided for in Article III, Section 2, and Article IX, Section 3.

Section 5. Regional Representation on Council

Each region shall be represented on Council by the Regional Chair and the Regional Representative upon their election to said positions or upon their appointment to Council membership pursuant to Article IX, Section 13b.

Section 6. Simultaneous Offices

No person may hold the offices of Regional Chair and Regional Representative simultaneously. If a person is elected or appointed to, or succeeds to, a second such position while holding a first, that person will be deemed to have resigned the first office upon commencing the second.

Section 7. Regional Elections

Elections for Regional Officers shall be held in each region every three (3) years unless a shorter period is specified in Regional Bylaws. Elections may be conducted among League members voting at a Regional Convention or designated event of the Region's choosing, or if none is held, among Regional Council members voting at a meeting of the Regional Council. If regional elections are not held for Regional Chair or Regional Representative every three (3) years as required by this section, they may continue to serve until an election is held or until a successor qualifies or is appointed by the President.

Section 8. Regional Conventions

Regional Convention may be held annually in each Region and shall be conducted by one or more societies or groups of members within that Region at a time and place designated by (a) business meeting attendees at a prior Regional Convention, (b) the Regional Council, or (c) a majority vote of the Regional Officers. Regional conventions may also be held virtually.

Section 9. Regional Meetings

A Regional Council Meeting and a Regional Business Meeting may be held annually at the Regional Convention. Provision shall be made for the Regional Council to meet virtually and/or to vote on matters by electronic means if no Regional Convention is held.

Section 10. Regional Voting

In order to pass any resolution, motion, appropriation, or other matter requiring action in a Regional Business Meeting, a Regional Council Meeting, or a meeting of the Regional Officers, a majority vote of

the members present shall be necessary except for matters requiring a larger vote as provided for in the Regional Bylaws.

Section 11. Financial Assistance

Financial assistance shall be available to the individual regions according to the rules set forth in Standing Resolution #3.

Section 12. Removal

a. An elected Regional Chair or Representative may be removed from office without cause prior to completion of a term of office in accordance with MO Rev Stat 355 § 346 (2021).

b. A Regional Chair or Representative appointed by the President may be removed without cause prior to completion of a term of office by the appointing authority, i.e. the President or the Council, upon the giving of written notice to the appointee.

Section 13. Appointment / Election Assistance

a. A Regional Chair or Representative who, in the view of the Executive Committee, remains inactive for a period of three (3) years will be deemed to have resigned. For purposes of this section, the term "inactive" shall mean that an individual did not participate, in person or by proxy, in live or virtual Council meetings.

b. If elections for Regional Chair and/or Regional Representative are not conducted as prescribed by Article IX, Section 7, of these Bylaws, if a Regional Chair or Representative resigns or is deemed to have resigned under Section a, above, or if a Regional Chair or Representative position is otherwise vacant, the President may (1) appoint a Regional Chair and/or Representative to serve until the next Regional election and/or (2) direct the League Secretary to assist the Region in soliciting nominations and in financing and conducting elections in that Region.

Section 14. Regional Reports

By June 30 of each year, Regional Chairs shall submit to the League Secretary a report on committee activities and submit to the Treasurer a report on committee finances and projected budget.

Article X. Property and Financial

Section 1. Property

The League may acquire and hold property of any description, real or personal, by gift, purchase, or otherwise.

Section 2. Non-Profit Status

The League shall be a not-for-profit organization in accordance with Section 501(c)(3) of the U.S. Internal Revenue Code. Donations of material, real or personal, and monetary gifts and contributions shall therefore be tax deductible.

Section 3. Corporate Dissolution

Upon dissolution of the Corporation, referred to in these Bylaws as the League, the Council shall, after paying or making provision for payment of all corporate liabilities, dispose of all corporate assets exclusively to such tax-exempt organization(s) operated for educational and/or scientific purposes as the

Council may determine. Any such assets not so disposed of shall be disposed of by the courts of the county in which the principal office of the Corporation is then located, exclusively for such organizations or purposes of an educational or scientific nature, as said courts shall determine.

Section 4. Mailing Lists

There shall be no commercial use of the League's mailing list except for League business.

Section 5. Contracts

Only authorized persons may enter contracts for services or otherwise commit the League to financial or other legal obligations. Authorized persons include League officers, Regional Chairs, national convention chairs, and other persons who are authorized by the President, in writing or by electronic means, for specific purposes. Authorized persons, however, may not enter contracts in any amount exceeding \$300, or \$500 in the aggregate, in any fiscal year. Any authorized or non-authorized person violating any part of this section will be exceeding the scope of that person's authority and may be held liable for any losses incurred by the League.

Section 6. Fiscal Year

The fiscal year shall be consistent with the tax reporting year and shall be July 1 to June 30.

Section 7. Availability of Statements

Financial statements shall be made available to members upon written request in accordance with state law.

Article XI. The Trust Fund

Section 1. Establishment

A Trust Fund shall exist with funds donated to the Trust Fund or designated by Council to be placed in said Trust Fund. Subject to the terms of any legal trust agreement or the requirements of applicable state law, the following terms shall apply:

Section 2. Use of Principal

The Trust Fund principal, by rule, shall remain inviolate, but this rule may be waived under the following conditions: (a) critical functions of the League are endangered, (2) the League cannot pay legal costs or meet legal obligations, and/or (3) expenditure of principal is necessary to preserve the League's non-profit status. A 3/4ths (75%) majority of Council and at least 4 of 5 Trustees must approve waiver of this rule. The income from the Trust Fund not used in any given year may be accumulated and added to the principal of said fund, according to the discretion of the trustees.

Section 3. Trustees

The Trust Fund shall be administered, in a manner consistent with Standing Resolution #1, by five (5) trustees who shall include (a) the League Treasurer who shall serve as treasurer of the Trust Fund for the duration of the Treasurer's term of office and (b) four (4) additional Trustees appointed by Council for terms designated by Standing Resolution #1. National officers may not hold more than two Trustee positions simultaneously. Council may require Trustees to be bonded

Section 4. Trustee Voting

All decisions regarding the use or handling of the Trust Fund shall be by majority vote of the Trustees except for decisions regarding expenditure of principal under Section 2 of this Article

Section 5. Removal

Removal of a Trustee may be initiated by a majority vote of Council. A Trustee may be removed from office, without cause, by a two-thirds (2/3) majority vote of Council, provided that notice to remove said person shall have been given by mail or electronic means to said person and to Council not less than thirty (30) days prior to the date of consideration of removal. Unless otherwise required by law, debate and voting on removal shall take place in executive session, meaning that only Council members as defined in Article III, Section 2, may attend. Voting may take place in person, virtually, or by electronic means.

Article XII. Amendments

Section 1. Proposals

Amendments to these Bylaws may be proposed by Council resolution, by Regional Council resolution, by petition of three (3) or more Member Societies, by petition of five (5) or more Patron members, or by petition of five (5) or more Members-at-Large.

Section 2. Voting

A proposed amendment shall be distributed to each Member Society and to all other members who shall have the number of votes provided for in Article I, Section 3.

Section 3. Adoption

Two-thirds (2/3) of the votes cast by the members shall be required for adoption of a proposed amendment. To be valid, these votes must reach the office of the Executive Secretary within the time specified by the Council in the amendment notice, but in no case later than four (4) months after the distribution date of said amendment.

Article XIII. Ratification

These Bylaws will be ratified upon acceptance by two-thirds (2/3) of all voting members of the League, within four (4) months of its distribution. Upon ratification, these Bylaws shall take effect on September 1, 2023, superseding all previous documents including prior versions of Standing Resolutions #1 through #17, and they shall not be retroactive.