

# **BYLAWS REVISION SUMMARY OF CHANGES**

Hi everyone --

At the direction of Council at its 2019 meeting, a committee was formed to review and comprehensively revise our badly outdated Bylaws. The committee consisted of Committee Chair, Chuck Allen, John Goss, Carroll Iorg, Terry Mann, Mitch Glaze, Jim Fox, Maynard Pittendreigh, and, regarding specific issues, several club presidents.

Review of the 2007 Bylaws and Standing Resolutions revealed many errors that were carried over from much older editions. These include both major and minor faults.

Major faults include

- defective election procedures (unworkable business meeting elections)
- voting imbalance between member societies and individual members
- provisions contrary to Missouri non-profit corporation law
- lack of checks and balances (powers with no concurrence)
- missing contingencies (succession beyond VP, death of candidates, etc.)
- bad policy (violation of one person-one vote rule)
- inflexible Trust Fund rules
- need for Trust Fund accounting to Treasurer (Treasurer as Trustee)
- problematic and dangerous removal procedures
- lack of minimum age restrictions for Council
- unnecessary membership classes
- no provision for inactive Region officers
- lack of access to Council positions (lack of regional elections)
- lack of provision for conduct of business by virtual meeting or email
- non-gender-neutral language
- incorrect references to other Bylaws sections
- references to Bylaws sections that have been deleted
- removal provisions in conflict with Missouri corporate laws

Minor faults, which are numerous, include:

- typographical errors
- grammatical errors
- misnumbered paragraphs
- improper outline form
- lack of parallel language structure
- inconsistent terminology and references
- lack of section titles in the Table of Contents

Ratification requires a 2/3rds affirmative vote of the votes received and is being sent to you, now, for your approval. All changes being recommended have been exhaustively reviewed by the entire League Council and the current Trust Fund Trustees and have these bodies' unanimous approval.

We are enclosing a copy of the old Bylaws and Standing Resolutions, the Proposed Revised Bylaws and this Summary of Changes. This Summary outlines changes that correct major faults or that change the way we do business. There is no practical way to display or review minor changes that correct spelling, grammar, and typos, that renumber or reorganize sections, that create parallel form, that establish correct outline format, or that rephrase items more clearly. For this reason, we thought the Summary of Changes would be helpful.

Also enclosed is a form to use in voting on the Proposed Revised Bylaws.

Please be advised that, while the requirements of Missouri non-profit corporation law have been reviewed, Council has not obtained a legal opinion regarding the efficacy of these Bylaws under Missouri law. That said, where these Bylaws differ from Missouri law, Missouri law governs.

All section references below are to the new sections in the Proposed Revised Bylaws.

## **PREAMBLE**

“Promotion of education” has been added to the mission statement.

## **ARTICLE I MEMBERSHIP**

**§2c. Youth Members-at-Large.** The “Young Astronomer” section is being renamed “Youth Member-at-Large” to bring it in line with both the text of this section and our membership forms which have, for many years, listed this class as “Youth Member-at-Large” or “Y-MAL.”

**§2d. Affiliate Members.** We have membership categories that are seldom joined and entirely redundant. After consulting with National Office Manager, Mitch Glaze, it seems appropriate to eliminate the Supporting Member class (which allows companies to join for \$75) and include it in the Affiliate Member class (which allows organizations interested in astronomy, e.g., planetariums etc., to join for \$75). This class will now combine all organizations into a single class as follows:

- *Affiliate Member.* Any national or international company, manufacturer, corporation, or other organization with a bona fide interest in astronomy and a desire to lend financial support to the League may become a member of the League based on the aforementioned membership criteria.

**§3. Privileges of Members.** The right to attend national and regional conventions has been eliminated as a privilege of membership. Membership has never been required to attend our conventions...only registration.

Several general membership privileges available to all member classes have been added as follows: (a) the right to participate in League affairs and (b) the right to receive League notices and publications.

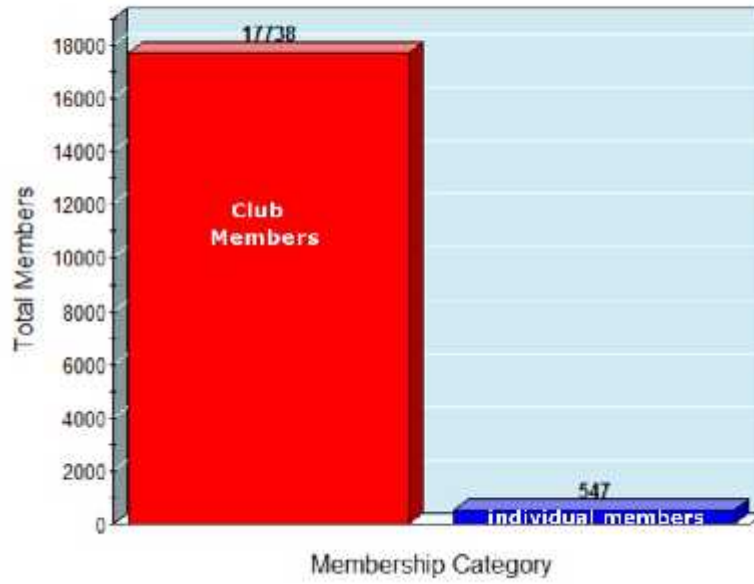
We are leaving in place the rule that Affiliate and Honorary members do not receive the right to vote or serve on committees. These two categories primarily consist of corporations or corporate representatives, and we do not want them involved in decision-making lest it create the appearance of a conflict of interest or jeopardize our non-profit status.

**§3a1. Member Societies.** This is a significant change. Please give special attention to this proposal.

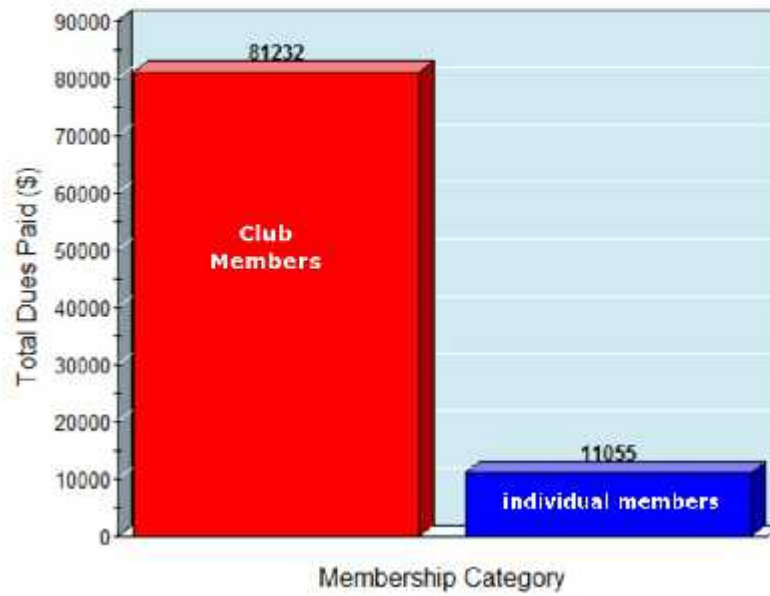
Currently, every club receives one (1) vote for its first 10 members and one additional vote for each 25 thereafter. We recommend giving clubs one additional vote for each ten (10) additional members, or part thereof, instead of each additional 25. We recommend this because an *enormous* disparity exists between the voting power of our individual members (MALs etc.) and that of our member societies. **Specifically, individual members, representing only 3% of our total membership and 17% of our dues income, hold 41% of the votes in League affairs.**

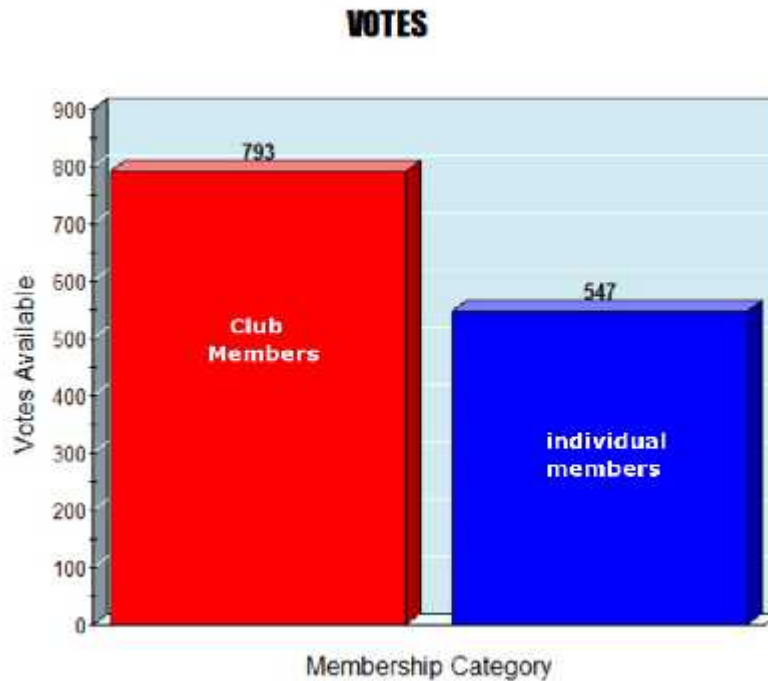
The following three bar graphs explain these disparities quite clearly, both in terms of total members and dues paid:

## MEMBERSHIP



## DUES PAID





This recommended change would still give individual members 10 times more voting power than club members while paying only 8 times higher dues.

**§4. Non-Exclusive Memberships.** This addition clarifies vague language in the current Bylaws, namely that a person MAY join more than one membership class and gain the votes accorded to each such class. In other words, an individual could join as many as three classes (e.g., Lifetime, Patron, and MAL) and receive three (3) votes in League elections.

**§5. Online Clubs (new).** This new rule is designed to prevent an online club from charging only minimal dues (e.g., barely enough to cover the League’s per-member rate) while gaining enough votes to dominate League affairs. It limits an online or virtual club from casting 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 (i.e., \$20 total dues if the per-member rate is \$5). (Note: This rule would not apply to League member societies that normally hold regular in-person meetings but, due to pandemics or other causes, ask their members to attend virtually on a temporary basis.)

**§7. Quorum (new).** This new section establishes a quorum for purposes of voting by the entire membership (elections etc.). The quorum is set at 10% which meets the requirements of Missouri non-profit corporation law.

**§8. ALCors (new).** This new section merely recognizes the ALCor position, invites clubs to designate an ALCor, and suggests that the ALCor's duties might include (a) submitting membership rosters to the League, ideally quarterly, (b) receiving communications from the League such as notices, ballots etc., and (c) transmitting to the League questions, concerns, and suggestions that the club may have.

## **ARTICLE II OFFICERS**

**§4. Resignation.** The procedure by which officers may resign has been added. This procedure is called for in Missouri non-profit corporation law.

**§5. Removal.** The procedure for removing officers (2/3rds vote of Council) has also been eliminated since it runs afoul of Missouri non-profit corporation law. Only the members that elected officers can remove them. We now simply cite Missouri law for the removal procedure..

**§6a. Simultaneous Offices (new).** This new rule prohibits a person from holding two national offices simultaneously. Specifically, it provides that, if a sitting officer wins election or gains appointment to a new national office, upon commencing the new office, the officer will be deemed to have resigned from the old one.

**§6b. Simultaneous Offices (new).** This new rule specifies that a Regional Chair or Representative may hold simultaneous national office but will be limited to one (1) vote on Council as provided by Roberts Rules of Order.

**§7a. President.** Three new provisions have been added. First, we clarify that the most recent *living* past president may serve as a non-voting member of the Council (in case the past president is deceased). Second, we specify that the President is responsible for national convention planning and convention agreement negotiation. Third, we clarify that the President can appoint Regional Chairs or Reps but NOT “regional officers” such as a regional vice-chair, secretary, or treasurer.

**§7c. Secretary.** Specific responsibility is placed on the Secretary to file the required corporate report with the Secretary of State of Missouri by August 31 of each year (if reporting annually) or by August 31 of even-numbered years (if reporting biennially). Our 501(c)(3) non-profit status and corporate good standing depend on this.

**§7d. Treasurer.** Two new duties of the Treasurer are listed, namely that the Treasurer (a) pays the legal obligations of the League and (b) serves as a League Trust Fund Trustee and as Treasurer of the League Trust Fund. The latter duty was recently agreed to by all five current Trustees. Standing Resolution #1 has been amended accordingly.

**§7e. Executive Secretary.** The duties of the Executive Secretary are expanded and updated to include (a) responsibility for oversight of the National Office and employees of the League including oversight of the hourly rates and expense reimbursements paid to said employees and (b) service as Secretary *pro-tempore* if the Secretary is temporarily unable to serve. Other existing duties of the Executive Secretary are explained more fully.

**§8a. Succession and Appointment (new).** Our Bylaws contain no order of succession provisions to the League presidency beyond the office of vice-president. We recommend an addition providing that the order of succession is vice-president, secretary, treasurer, and executive secretary.

**§8b/c. Succession and Appointment (new).** This new section adds a check and balance to the president's appointment authority when the president fills vacancies on the Executive Committee. Significantly, it requires that presidential appointment of national officers is limited to filling a single vacancy and must have the consent of a majority of the entire Executive Committee which includes the president's vote. This change anticipates the unlikely, but nonetheless possible, scenario in which a president might abuse the appointment power by, for example, appointing a spouse or sibling against the wishes or sound judgment of the other officers.

This section also provides that, if two or more vacancies exist on the Executive Committee, they will be filled by Council and not by the president.

## **ARTICLE III COUNCIL**

**§2. Membership.** This rule clarifies that Council includes the immediate *living* past president who shall be a non-voting member.

**§3. Membership Requirements.** This section (currently deleted in the 2007 Bylaws) will be renamed "Requirements of Membership" and will require that Council members be League members in good standing and at least 18 years of age. This rule would prevent possible lawsuits from involving minors and avoid the situation where adults verbally harangue a minor during debate.

**§6. One Person-One Vote (new).** This section adopts Robert’s Rules of Order’s “One-Person, One-Vote” rule that states that a person holding more than one office, each of which would entitle that person to a vote, may cast only one (1) vote in a deliberative body.

**§7. Proxy Voting.** We have added a requirement that proxies be delivered to the Secretary since this is required by Missouri non-profit corporation law.

**§8a. Operating Procedures.** This section allows Standing Resolutions to be passed, amended, or revoked by Council when meeting virtually.

## **ARTICLE IV ELECTIONS**

**§§ 1-4. This is a significant change. Please give special attention to this proposal.**

The Problem. Our election procedure is seriously flawed. While these flaws have not caused serious problems, they nearly did in 2019 and could cause actual difficulty in the future. Our recommendations correct these flaws. At the outset, let’s review the nature of the problem.

In 2019, for the first time in League history, a ballot went out with no nominee for an office. This occurred because an incumbent officer was unable to run at the time the ballots were mailed. The ballots went out with only a write-in option for that office.

According to Article IV, Section 2d, of the old Bylaws, provision shall be made at the Business meeting for nominations from the floor. Had this happened, we would have needed to hold a true election at the Business meeting, and it would have been a complete mess. Here’s why:

First, pursuant to our Bylaws, (1) clubs must vote according to their weighted club vote, and (2) clubs or individuals that voted by mail cannot vote again except in case of a runoff.

Second, had a nomination come from the floor, an election (not a runoff) would have been needed.

Third, to conduct the election at the Business Meeting, the following steps would have been required:

(a) All club members whose clubs voted by mail would have had to be identified and moved to the side of the room and prevented from voting again.



(b) All individual members (MALs etc.) who voted by mail would have had to be identified and moved to the side of the room and prevented from voting again.

(c) All club members from clubs that had not voted by mail would have had to caucus to cast their club's weighted vote.

(d) Our National Office Manager would have had to make constant determinations about which clubs and individuals voted by mail and what weighted club vote was to be accorded to each of the caucuses.

In short, we would have been looking at a three-hour business meeting.

Of course, we could have opted to elect someone by a simple hand vote of those attending the Business Meeting, but this would violate both the weighted club vote rule and the rule against voting again if you voted by mail. Worse, such an election would have been manifestly unfair since a host or local club will always have a huge advantage at a Business Meeting.

Despite these negatives, the Business Meeting election process does provide a safety-valve. What if no name was on the ballot and Jack-the-Ripper had received two write-in votes? In that case, we would have needed the Business Meeting to allow additional nominations and, hopefully, to allow election of someone less controversial.

The Solution. We recommend amending the election procedure as follows:

(a) Allow all 22,000 League members to nominate themselves or someone else by the March 31 ballot nomination deadline. This is not a change. We do this now.

(b) Give the Nominating Committee, at its discretion, 15 additional days after the ballot nomination deadline to solicit nominees or additional nominees for inclusion on the ballot. This is a safety valve in case we get no nominations or get a single nomination for Jack-the-Ripper on March 31. This is not a change either. We have done this in the past where no nominees have come forward by the deadline. (Because of this additional 15-day period, we are extending the date for the National Office to mail ballots May 30. They will likely go out in mid-May as usual.)

(c) **MAJOR CHANGE:** If there is no nominee on the ballot, the ballot will NOT permit write-ins for that office. Instead, the ballot will contain a notice that the office will be filled by Council at the national convention or while meeting virtually if there is no convention.

(d) **MAJOR CHANGE:** If the ballots go out with one or more nominees, and the only candidate or the winning candidate dies or is otherwise unable to serve, the office will be filled by Council at the national convention or while meeting virtually if there is no convention.

(e) In all cases where an election is to be decided by Council, notice shall be given the membership on the ballot, in *Reflector*, and/or on the League website that they may nominate someone for consideration by Council by contacting the Executive Secretary prior to the scheduled in-person or virtual Council meeting.

(f) If a winning candidate dies, declines to serve, or is deemed unable to serve after the annual Council meeting, the office becomes vacant on September 1 and will be filled by the President according to the succession or appointment rules.

(d) When Council conducts an election, the Executive Secretary will report all nominations received by members. As a further safety valve, Council members may nominate additional candidates for consideration at the meeting. Council will then vote until someone receives a majority, eliminating the low vote recipient on each ballot.

#### Why This is a Good Idea

(a) Council will **ONLY** get to conduct such an election if there is no one on the ballot for a particular office or if a ballot candidate dies or cannot serve. The lack of name on the ballot has only happened once in 77 years...in 2019.

(b) Each one of our 22,000 members has complete power to prevent Council from becoming involved in the election process by simply running for office or nominating someone else for office by March 31. The only exception is a candidate's unlikely death or inability to serve occurring after March 31, and, again, that has never happened.

(c) Council is not constrained by weighted club voting since its members are not representing clubs. Each member can simply vote by hand or by secret ballot.

(d) Council is a vastly fairer body than the Business Meeting for the conduct of an election since Council members come from all 10 regions whereas a Business Meeting audience will be dominated by the members of the host club or area clubs.

**§5c. Election Misconduct (new).** We have amplified the grounds for challenging an election to include (a) irregularity in the tabulation of votes, (b) violation of the election procedures outlined in Article IV, or (c) use of League funds, League logos, or League stationery for, or otherwise implying League endorsement of, electioneering activities.

We have also changed language to (a) allow members to promote and endorse candidates publicly if they do so without implying League endorsement and (b) allow Council members to promote policies that have been approved by Council. Poor wording in the old Bylaws seems to prohibit these perfectly permissible actions.

We have also clarified that an office is not deemed vacant merely because election to that office is challenged. The office only becomes vacant if the election is overturned. If no winner is determined, the office will become vacant and be filled by the succession and appointment provisions Article II, Section 7.

## **ARTICLE V DUES**

No substantive changes are recommended. Standing Resolution #9 on dues, however, has been amended since it is badly out of date and lists both conflicting and outdated dues rates.

**§2. Delinquent Dues.** This provision merely adopts current policy which is to give the Executive Committee discretion regarding termination of benefits to delinquent clubs. This allows flexibility and encourages continued membership.

## **ARTICLE VI NATIONAL CONVENTIONS**

**§1. Convention Scheduling.** We do not follow the procedures outlined in the existing Article VI, so we recommend changing it to provide that our conventions will be held “at a time and place designated by the Council or by the Executive Committee if Council is not in session.” The language requiring a convention has been modified to provide that our conventions can be canceled for reasons of pandemic or other exigent circumstances.

**§6. Convention Oversight (new).** This section specifically calls for a committee chaired by the President to be responsible for oversight of convention planning and finances. It also specifies that Council is the final authority in resolving questions or disputes concerning the conduct of national conventions.

## **ARTICLE VII COMMITTEES (Formerly ACTIVITY AND SERVICE SECTIONS)**

**Title.** Because this Article refers to vague entities called activity and service sections, and because activity and service sections are really committees of the League as recognized by Roberts Rules of Order, we recommend changing the Article title to read “Committees.”

As most of the sections of old Article VII have been deleted and the procedures in the remainder of the sections are not actually followed in practice, we recommend eliminating all existing sections of Article VII and replacing them with four new sections as follows:

**§1. Standing Committees (new).** We recommend naming this section “Standing Committees” and defining them as committees that are created by operation of By-Law or Standing Resolution. Standing Committees would include such entities as League Regions, award committees, and the Long-Range Planning Committee all of which are created by action of By-Law or Standing Resolution.

**§2. Ad Hoc Committees (new).** We recommend naming this section “Ad Hoc Committees” and defining them as committees 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 By-Law or Standing Resolution. Ad hoc committees would include such entities as the Junior Activities Committee and the Bylaws Revision Committee.

**§3. Creation and Dissolution of Committees (new).** We recommend two provisions as follows: (a) that Standing Committees can be created or dissolved by amendment of Bylaws or Standing Resolutions and (b) that Ad Hoc committees can be created or dissolved at the discretion of the League president. This is current practice.

**§4. Appointment and Removal of Committee Members (new).** We recommend two provisions as follows: (a) that members of Standing Committees can be appointed or removed pursuant to procedures outlined in the Bylaws or Standing Resolutions that created them or, if none, by action of Council, and (b) that members of Ad Hoc Committees can be appointed or removed at the discretion of the League president. This comports with Robert’s Rules of Order and current practice.

## **ARTICLE VIII MEETINGS**

**§1. Business Meetings.** We recommend amending this section to provide that voting on ordinary business matters at League Business Meetings shall be by majority vote of those present. The term “ordinary business matters” is clearly defined as excluding the election of Trustees or matters for which a larger vote margin is required by the Bylaws.

**§§2-6.** These five sections, which are out of order and conflate two types of meetings, have been re-arranged into two new sections entitled §2. Council Meetings and §3. Executive Committee Meetings.

**§2c. Council Meetings.** We have revised this section to add that a Council meeting can also be called by a petition of one-fifth (1/5) of the Council members then serving. This is requirement of Missouri non-profit corporation law.

**§2c. Council Meetings.** Additional Council meetings may be held (virtually or by email) with at least one (1) week's notice.

**§3c (new). Executive Committee Meetings.** Executive Committee meetings may be held (virtually or by email) with at least two (2) days' notice.

**§4. Rules of Procedure.** This section clarifies that Robert's Rules of Order govern all League meetings unless contrary procedural rules are set out in the Bylaws. This is current practice.

## **ARTICLE IX REGIONS AND REGIONAL ACTIVITIES**

**§1. Establishment.** We have recommended that this section be amended to clarify that the League's regions hold the status of Standing Committees of the League. This means that they are established by operation of Bylaws and Standing Resolutions (which they are).

**§2. Regional Council.** We have reduced the requirement that regions include a non-president member from each club on regional councils as this appears to be unduly burdensome.

**§4. Regional Representatives.** We recommend reinstating three (3) year terms for Regional Representatives as part of our effort to maintain active Council members.

**§6 (new). Simultaneous Offices.** We have added a prohibition against one person holding both a Regional Chair and a Regional Representative position simultaneously since this reduces the size of Council, reduces the voting power of the region on Council, and denies others of opportunities to serve on Council.

**§7. Regional Elections (new).** We have provided that elections for regional officers take place at least every three (3) years unless a shorter time is specified by Regional Bylaws. This will provide regular opportunities for others to serve as regional officers and allow the League to replace "inactive" Council members by appointment or League-conducted elections as set out in §13.

**§12. Removal.** The present procedure for removing Regional Chairs and Representatives (2/3rds vote of Council) has also been eliminated since it runs afoul of Missouri non-profit

corporation law. Only the members of the geographical entity (region) that elected them can remove them. We now simply cite Missouri law for the removal procedure.

We require that removal proceedings against a Regional Chair or Representative be conducted in executive session. This provides a qualified privilege to members of the body with removal authority as they discuss a person's qualifications.

Regional Chairs and Representatives who are appointed by the President may be removed without cause by the President on the giving of written notice. This is consistent with Missouri non-profit corporation law.

**§13. Appointment/Election Assistance (new).** Provision is made to allow the President to appoint Region Chairs or Representatives if (a) Regions do not conduct elections every three years as prescribed in Article IX, Section 3, or if (b) Regional Chairs or Representatives are determined by the Executive Committee to be inactive. "Inactive" will mean that the individual has not participated in live or virtual Council meetings, in person or by proxy, for a period of three years.

## **ARTICLE X PROPERTY AND FINANCIAL**

**§5. Contracts (new).** We now specify which League representatives may enter into contracts on behalf of the League and limit the ability of League representatives to commit the League or its regions to contractual obligations or risk that (a) exceeds \$300, or \$500 in the aggregate in any fiscal year, without the written permission of the President. Persons violating this rule will be deemed to have acted outside the scope of their authority and may be held liable to the League.

**§6. Fiscal Year (new).** This section formally defines our fiscal year as July 1 to June 30. This is the fiscal year under which we have always operated.

## **ARTICLE XI TRUST FUND**

**§1. Establishment.** Language has been added to make clear that the requirements of Article XI only apply to the extent not inconsistent with a legal trust agreement or applicable state laws.

Section 1 also reflects that the Trust Fund consists of (a) funds donated to the Trust Fund and (b) League funds designated by Council or by the Executive Committee for transfer to the Trust Fund.

**§2. Use of Principal (new).** We recommend replacing the “grave financial crisis” standard for use of Trust Fund principal with somewhat more flexible language permitting the Trustees to authorize use of principal if any of the following conditions exist: (a) critical League functions are endangered, (b) the League requires funds to meet legal costs or legal obligations, and/or (c) the League must expend principal in order to preserve its Section 501(c)(3) non-profit status.

**§3. Trustees.** Council and the Trustees unanimously recommend a provision that the Trustees shall include (a) the League Treasurer who shall maintain the Trust Fund accounts, serve as Trust Fund Treasurer, and serve during the Treasurer’s term of office and (b) four other Trustees who shall be appointed by Council pursuant to Standing Resolution #1. We also recommend a change to 4-year terms for the four non-Treasurer Trustees so that elections can be conducted each year on a 4-year rotating basis. (Currently, the five Trustees are elected to 5-year terms on a 5-year rotating basis.) Finally, to maintain Trust Fund independence, we have limited to two (2) the number of national officers who can serve simultaneously as Trustees.

**§4. Trustee Voting.** We recommend a rule that the Trustees render decisions by majority vote unless a greater voting margin is required by the Bylaws (e.g., 4/5ths votes on the use of principal).

**§5. Removal.** A new provision has been added permitting removal of Trustees without cause. (Note: Cause for removal of directors is prohibited by Missouri non-profit corporation law. Trustees are not directors, but the same policy is wise since “cause” establishes a legal standard that can be challenged.).

## **ARTICLE XII AMENDMENTS**

No changes are recommended.

## **ARTICLE XIII RATIFICATION**

No changes are recommended with the exception that, upon ratification, the new Bylaws will go into effect on September 1, 2023.