

UNITED ASTRONOMY CLUBS OF NEW JERSEY, INC. CONSTITUTION

Article 1. Name

United Astronomy Clubs of New Jersey, Inc. ("UACNJ")

Article 2. Purpose

S1. Said corporation is organized exclusively to promote astronomical activities, education, interpretation and public awareness of astronomy and related subjects and to promote and assist the sharing of resources and information throughout the New Jersey area astronomical organizations and to administer the Jenny Jump Observatory and Education Center. This includes the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

S2. No part of the net earnings of the corporation shall inure to the benefit of, or the distribution to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No Person, organization and/or other entity may use the names "United Astronomy Clubs of NJ, Inc.," "United Astronomy Clubs of NJ" and/or "UAC NJ" in any way without the express and written permission of said Corporation.

S3. Notwithstanding any other provision of these article, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Article 3. Membership

S1. Membership will be open to any non-profit astronomical organization in the State of New Jersey, or which borders the state of New Jersey, that had been organized as a not-for-profit entity and is not in any way associated with and/or related to a business, person or other entity that seeks to be or is profit-making in any way.

S2. The Credentials Committee will determine if a club is an Astronomical organization. The club must submit its constitution or letter to the Credentials committee that explains the structure of how its organization works. If said documents state that the group is an astronomic organization and has at least three meetings per year, has at least five members and has been a club for at least twelve months, it will be admitted as a member, unless the Committee feels that the UACNJ would receive adverse publicity, or it is determined that the club, its purpose, constitution or other organizational rules and regulations violate any provision of this constitution, UACNJ By-laws or any other UACNJ rules and regulations .

Article 4. Board of Trustees

- S1. The Board of Directors will elect the Trustees by a simple majority vote.
- S2. In conformance with the charter of incorporation, there shall be a Board of Trustees, consisting of three members serving staggered terms. One Trustee shall be elected at each annual election in which officers are elected, and shall serve for a term of three years, or until a successor is elected.
- S3. The Trustees shall agree upon a chair of the Board. The chair will report to the Board of Directors by April 15 of the year of the status of the assets of the UACNJ. The Board of Trustees will be responsible for auditing all assets and financial records of the UACNJ. All organization books, papers, vouchers and any other information required to complete an audit will be turned over to the Board of Trustees by February 15.
- S4. The Board of Trustees shall hold at least one meeting during the year.
- S5. In case of the death, resignation or removal from office of any Trustee, the Board of Directors shall elect a member to serve until completion of that term. All books, papers, vouchers, money and property of whatever kind in said Trustee's possession or control belonging to the UACNJ shall be returned to the UACNJ within 30 days.
- S6. A Trustee cannot hold an elected office, such as President, Vice President, Secretary or Treasurer or a standing committee chair.

Article 5. Board of Directors

- S1. The Board of Directors shall be the governing body.
- S2. The Board of Directors shall consist of the executive committee and one delegate or one of two alternate delegates from each member club. Only one delegate from each club will have a vote. If the delegate is not available to vote, then the first alternate delegate will vote. If the first alternate delegate is not available to vote, then the second alternate delegate will vote. Each delegate or alternate must be verified by the credentials committee prior to voting. The President, Vice President, Secretary and Treasurer, as well as the chair people of the 5 standing committees, constitute the executive committee and will each have one vote. This does not include the chairperson of any select committees. Each of the forenamed capacities is entitled to only one vote. In the case where an individual holds more than one capacity, then that individual shall vote in the preeminent capacity only.
- S3. A special meeting of the Board of Directors may be called at any time, at the request of five delegates (not alternate delegates) or Executive Committee members. All members of the Board of Directors must be notified of the date, time, place and reason of the special meeting with at least five days notice.
- S4. The Board of Directors may overrule any decision or ruling by officers, trustees and committee chairpersons by a majority vote.
- S5. At the start of each meeting, attendance will be taken to determine the delegates present. Once attendance is taken, and it is determined who will be representing each club, no changes will be made after the meeting commences. If it is necessary for a delegate to leave the meeting, the alternate delegate may be allowed to vote by a two-thirds vote of the Board of Directors.
- S6. The Board of Directors must vote on any expenditure more than \$500.00.
- S7. The Board of Directors shall establish a standing rule for the receiving and disbursing of monies.

Article 6. Delegates and Their Duties

- S1. A delegate is a person selected by a club to represent it at the Board of Directors meeting.
- S2. An alternate delegate is a person selected by a club to represent it, if the delegate is not present at the Board of Directors meeting.
- S3. If the delegate is present, only that person is authorized to vote for the represented club. The exception being if the delegate is either an officer or a committee chairperson, in which case a vote is granted for the preeminent position, then the alternate delegate may vote for the represented club.
- S4. The appointment of a delegate and alternate delegates must be submitted by the member club president in writing. A club may remove its delegate or alternate delegate for any reason. Submissions must be completed before the start of any meeting.
- S5. Delegates and alternate delegates must be current members of the clubs they represent.
- S6. The delegate's duties are to represent their clubs at the UACNJ Board of Directors meetings and to report all information back to their clubs.
- S7. A delegate must be seated by the Credentials Committee, before taking~ the position on March 3D, as a delegate or alternate delegate, and will remain in office until the new delegate is seated by the Credentials Committee or is removed by their representing club.

Article 7. Election of Officers

- S1. The Executive Committee will choose a Nominating Committee of 3 people, each serving staggered 3 year terms. The Executive Committee will nominate and confirm one Nominating Committee member each year. Any vacancies will be filled for the remainder of the 3 year term in the same way. All Nominating Committee members must be members of the Board of Directors at the time of their appointment. This will be accomplished by the June meeting.
- S2. The selection of the slate of officers by the Nominating Committee must be completed by September and reported to the Communications Committee chairperson to be distributed.
- S3. All candidates nominated by the nominating committee will run as a slate.
- S4. Election of officers, at the last Board of Directors meeting of the year, which should be November, shall be determined by a show of hands of the delegates, officers and standing committee chairpersons. Simple majority shall elect.
- S5. Term of office will be January 1 to December 31 or until their successor is elected.

Article 8. Committees

- S1. There will be five standing committees:
 - a) Credentials
 - b) Finance
 - c) Communications
 - d) Membership
 - e) Observatory / Planning
- S2. Select committees
 - SS1. Select committees may be appointed by the President and must be confirmed by the Executive Committee. The Executive Committee itself may also appoint and approve select committees.
 - SS2. The Executive Committee determines the structure, responsibilities and powers of the select committees.

Article 9. Executive Committee

- S1. The Executive Committee shall consist of: President, Vice President, Secretary, Treasurer and the chairpersons of the five standing committees: Credentials, Finance, Communications, Membership and Observatory/Planning.
- S2. The Executive Committee, by a majority vote, may make a proposal to the Board of Directors.
- S3. The Executive Committee may make an Executive Committee decision if a severe time constraint exists. The Board of Directors must be notified of this decision within five days. The Board of Directors may veto this decision with a 2/3 majority vote within 30 days of notification.
- S4. The Executive Committee must give 10 days notice to its members when it is planning to meet. Also a meeting date may be published up to one year in advance.
- S5. A special meeting of the Executive Committee may be called by any 3 members with 48 hours notice. All Executive Committee members must be notified of the meeting. If more than 2 members are not notified, the meeting is invalid. If a special Executive Committee meeting is called, any decision made must be mailed or e-mailed to all delegates within seven days.
- S6. Decisions at regularly scheduled Executive Committee meetings must be mailed out within 10 days. If a Board of Directors meeting is held within 10 days, the minutes may be read at that time.

Article 10. Terms of Office

- S1. All officers shall hold office for a term of one year or until their successors have been elected. All officers may serve an unlimited number of terms, provided no more than two be served consecutively.

Article 11. Quorum

- S1. A quorum is 50% of the Board of Directors.
- S2. To determine a quorum, positions may be counted, not individuals, i.e., if one person is an officer, a delegate and a committee chairperson, then that one person shall count as three persons but may only have one vote.

Article 12. Amendments

- S1. Amendments to the Constitution must be made by the Credentials Committee.
- S2. Amendments must be first approved by a majority vote of the Executive Committee after a minimum 30 day written notice of the changes.
- S3. Amendments must be approved by a 2/3 majority vote of the Board of Directors after a minimum 10 day written notice of the changes.

Article 13. Removal From The Board

- S1. An officer, delegate, chairperson of a committee or trustee may be removed by a 2/3 majority vote of the Board of Directors for any reason.

Article 14. Dues

S1. Membership dues will be determined by the Board of Directors.

Article 15. Cancellation Clause

S1. The adoption of this Constitution, automatically cancels all previous constitutions and amendments.

Article 16. Dissolution

S1. Upon dissolution of the organization, all assets will be returned to the contributing person or entity, where feasible. Nothing shall be released to any contributor without an appropriate form of receipt. In the alternative, assets shall be distributed for one or more exempt purposes within the meaning of applicable sections of the Internal Revenue Code or the corresponding section of any succeeding Federal tax code, or shall be distributed to the Federal Government, or state or local government, for a public purpose.

Adopted Date:

President:

Date:

Secretary:

Date: