

# GENERAL MOTORS ASTRONOMY CLUB

## ARTICLES OF INCORPORATION

### ARTICLE I - NAME

The name of the corporation shall be GENERAL MOTORS ASTRONOMY CLUB. Within the Articles of Incorporation and Bylaws, the corporation may be referred to as GMAC or "the Club".

### ARTICLE II - PURPOSE

GENERAL MOTORS ASTRONOMY CLUB is formed to further the interest and knowledge of the public in the hobby of amateur astronomy and to encourage youth education in the fields of Science, Technology, Engineering, and Math (STEM). A further objective shall be to encourage and assist its members in the broadening and realization of their interests, through the holding of appropriate events, meetings, or other programs. GMAC shall not discriminate based on age, race, color, national or ethnic origin, handicap or condition, or sexual orientation in administering its policies and programs.

### ARTICLE III – FORMATION

GENERAL MOTORS ASTRONOMY CLUB is formed upon a nonstock membership basis. Upon formation, on May 11, 2018, the Club possesses (i) no real property and (ii) personal property consisting of \$3800 in cash.

The Club is to be financed under the following general plan: (i) dues and contributions from individuals and organizations; (ii) receipts from conferences, publications and other services; (iii) income from the investment of its funds; and (iv) other sources which may be available.

### ARTICLE IV – REGISTERED OFFICE

The street address and mailing address of the initial registered office is 13665 Hibner Road, Hartland, Michigan 48353. The name of the resident agent at the registered office is James A. Goodall.

### ARTICLE V – INCORPORATOR

The name and address of the incorporator is James. A. Goodall, 13665 Hibner Road Hartland, MI 48353.

## ARTICLE VI – MEMBERSHIP

### Section 1.

Types of membership shall consist of (i) voting membership and (ii) associate membership

### Section 2.

The membership fee and dues are to be determined by the Board of Directors annually and approved by two-thirds of the active members in good standing present at the Club Meeting.

### Section 3.

Annual dues are payable in advance at the beginning of each fiscal year and shall be paid to the Secretary or Treasurer by check or electronic transaction. Issuance of the membership card shall be contingent upon such payment.

### Section 4.

Special assessments may be proposed by any member or by the Board of Directors at any General Membership or Board of Directors Meeting. Thereupon, a notice thereof containing the proposed assessment shall be communicated by the Secretary to each active member not less than ten days prior to the next general membership meeting. If said proposed assessment is approved by a two-thirds majority of the members present, it shall become effective and payable by each member.

### Section 5.

Entry fees for fundraising events and the like shall be determined and assessed in accordance with the provisions of the Bylaws.

## ARTICLE VII – OFFICERS AND BOARD OF DIRECTORS

### Section 1.

The officers of the Club shall be a President, Vice-President, Secretary, Marketing Manager, and Treasurer, who acting together, shall constitute the Board of Directors and as such shall be the governing body of the Club.

### Section 2.

The Board of Directors shall be elected individually by the active membership as provided in the Bylaws. All elected officers shall take office January 1<sup>st</sup> of each year.

### Section 3.

In the event of the continuous inability of the President, for any reason, to perform their duties, that office shall be assumed for the unexpired term by the Vice-President. If, for any reason, the Vice-President is unable to function as President, the Secretary shall assume the Presidency for the unexpired term and shall appoint a Secretary in their place, with the approval of the Board of Directors.

Section 5.

If any office, except that of the President, shall become vacant for any reason, it shall be filled for the unexpired term by appointment by the President or their successor, with the approval of the Board of Directors.

ARTICLE VIII – COMMITTEES

Section 1.

Required committees shall consist of members appointed by the elected officers or the Board of Directors subject to the approval of the Board of Directors.

ARTICLE IX – MEETINGS

Section 1.

The Board of Directors shall meet at least four times per year. Special Board of Director meetings may be called as required by the President.

A quorum at a Board of Directors meeting shall consist of not less than the President or Vice-President, and a minimum of two additional Directors.

Section 2.

A general membership meeting shall be held at least once per year. A quorum of the membership at a General Membership meeting shall consist of not less than one-third of the active voting members in good standing as defined in the Bylaws.

Section 3.

Committee Meetings may be called as required by the respective Director or Chairman.

Section 4.

An Annual Meeting, for the purpose of holding elections and the like, shall be held once per calendar year, as provided in the Bylaws.

Section 5.

All meetings shall be conducted according to Sturgis' Standard Code of Parliamentary Procedure, unless otherwise stated in the Articles of Incorporation or Bylaws.

ARTICLE X – FISCAL YEAR

The fiscal year of the Club shall be from January 1 to the last day of December of each year.

## ARTICLE XI – OFFICIAL EMBLEM, BADGES AND CARDS

### Section 1.

The official emblem of GMAC shall be regarded as the sole official identifying media of the Club. Any unauthorized display, use, or reproduction is forbidden.

### Section 2.

Membership cards shall be issued in accordance with the type of membership involved upon the payment of the fees, dues, or assessments as set forth in the Bylaws. Unauthorized use or reproduction of a membership card for whatever purpose is forbidden

### Section 3.

Authorization for the issuance, use or reproduction of the official emblem by any person for whatever purpose rests with the Board of Directors.

## ARTICLE X – LIABILITY

### Section 1.

GMAC does not accept responsibility or assume any liability for injuries or loss to any individual participating in a GMAC sponsored activity.

### Section 2.

Waivers shall be signed by all participants as a condition of entry at any event sponsored by the club, as deemed appropriate by the Board of Directors.

## ARTICLE XI – AMENDMENTS AND REVOCATIONS

Any amendment to the Articles of Incorporation or Bylaws is to be made as follows: The proposed amendment may be introduced by either a member of the Board of Directors at a Board of Directors meeting or by an active member in good standing at a General Membership meeting. It must be discussed at a Board of Directors meeting at which a quorum is present, when it will be voted upon by the Board of Directors. To be adopted, it must be approved by two-thirds of the quorum present at said Board of Directors meeting.

## ARTICLE XII – DISSOLUTION

Upon termination or dissolution of GMAC, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations, described in Section 501(c) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which have a charitable purpose, at least generally similar to that of the dissolving corporation.

# GENERAL MOTORS ASTRONOMY CLUB

## BYLAWS

### ARTICLE I - MEMBERSHIP

#### Section 1. Definitions

A voting member is one who becomes a member after May 11, 2018. Upon payment of the proper dues as provided for, a voting member shall be entitled to receive the membership card and to display the emblem of GMAC. Members of the immediate families of the voting members in good standing who are admitted to membership are considered associate members. At the discretion of the Board of Directors they may be assessed a lower rate of dues, exempted from the initiation fee, and required to comply with only that portion of Section 2 of the Bylaws as is considered necessary by the Board of Directors in addition to the information, interviews, etc. already complied with by the voting member under whose auspices they are joining.

A "Member in good standing" is one who during the twelve-month period just expired has attended not less than one-half of the General Membership Meetings and has participated in at least one of the activities of the Club.

An active member in "good standing" is a voting member having both voting and office holding privileges, who according to the official records of GMAC, is not in arrears for any dues, fees, or other assessments, who is not in suspended status, and whose status in the Club is not under inquiry for purposes of expulsion, suspension, loss of voting rights, and like.

Definition of an Associate member is one who lives at the same address of the voting member.

Only voting members can hold office, serve on the Board of Directors, or vote for offices. Associate members can partake in all other activities.

#### Section 2. Application

The application must be made in writing and signed by the applicant. A bank check or draft must accompany each application in the amount of the membership fee and dues. Upon request of Board of Directors, the applicant may be requested present himself for a personal interview to the Membership Committee at a time and place set by such Committee.

The results of the interview and supplemental review, if any, and the application will be submitted to the Board of Directors. The name of the applicant as such will be announced at one General Membership meeting and at one Board of Directors meeting. At the next Board of Directors meeting, having a quorum present, a ballot shall be taken upon such application and if two or more negative votes shall be cast, membership shall be denied.

#### Section 3. Expulsion

Expulsion from GMAC shall result for any conduct unbecoming to a member of the Club or such as will bring criticism or embarrassment to either the Club or amateur

astronomy. Formal police charges or reckless damage to GMAC property; vandalism or improper use of real property occupied for GMAC events, and the like, shall be grounds for immediate expulsion without recourse. Actions of expulsion are to be administered in a fair and unbiased manner by the Board of Directors in accordance with the procedure established in the Bylaws.

Charges of acts regarded as grounds for suspension or expulsion may be brought by an active member in good standing in writing to the Board of Directors or may originate in the Board of Directors itself. In the latter event, the charges shall be entered in the minutes of the Board of Directors Meeting where made.

No member shall be expelled without being given an opportunity for due hearing before the Board of Directors in a meeting called for that purpose and attended by a quorum of such Board.

Any member so charged shall have one month's notice in writing of the charges preferred against them, and shall be confronted with the witnesses and evidence against him and be allowed to defend himself. At the conclusion of the hearing, the guilt or innocence of the charged member shall be voted upon by the Board of Directors by secret ballot with a majority vote required for decision. In such balloting the presiding officer shall not vote except to break a tie vote.

If the charged member is found guilty of the charges, the Board of Directors members conducting the hearing shall, in secret session, determine the penalty to be given.

Any member expelled from GMAC shall surrender any membership card, club insignia, equipment or property in their possession.

#### Section 4. Property Rights upon Resignation or Expulsion

If any member shall resign or be expelled from GMAC for any reason whatsoever, all their rights, title and interest in or to the assets or property of GMAC shall revert and be forfeited without further action.

#### Section 5. Delinquent Payments (Dues and Assessments)

Any member in arrears for dues or a special assessment after they become due and payable shall be so notified at their last given address by the Secretary and shall be barred from all Club privileges and be regarded as not in "good standing" until such dues or assessment is paid. If the assessment due to GMAC remain unpaid for 60 days, the Secretary shall so announce at the next Board of Directors Meeting. At the end of 90 days, should the dues, assessments or accounts remain unpaid, it shall be the duty of the Board of Directors to expel such members.

#### Section 6. Property Damage

Members of GMAC shall be directly responsible to the Club for all damage done to the property of GMAC by themselves or their guests and for the conduct of their guests,

and shall pay such sum as assessed by the Board of Directors to compensate GMAC, within 30 days of receipt of such bill.

## ARTICLE II – OFFICERS AND BOARD OF DIRECTORS

### Section 1. Board of Directors

The Board of Directors shall consist of the (i) President, (ii) Vice-President, (iii) Secretary, (iv) Marketing Manager, and (v) Treasurer.

The Board of Directors shall:

1. Take full responsibility of the business, property, and all affairs of GMAC.
2. Be responsible for the enforcement of the Bylaws.
3. Determine membership fees and dues and submit to General Membership at annual meeting for approval as required in the Articles of Incorporation.
4. Determine need for special assessments and present to General Membership in accordance with the provisions in the Articles of Incorporation.
5. Cause to be audited the accounts of the Treasurer before each annual meeting.
6. Hold at least four meetings per year.

If any board member is absent from three consecutive meetings of the Board, they will be subject to replacement at the fourth meeting, if deemed appropriate by majority vote of the quorum.

### Section 2. President

The President shall:

1. Provide leadership and direction to the Club.
2. Understand and adhere to the Bylaws of the Club.
3. Preside at GMAC meetings and events.
4. Coordinate club activities
5. Establish short and long term objectives and goals for the Club
6. Structure the corporation to ensure continuity of leadership, by providing opportunities for new leaders to develop and to be mentored.
7. Have overall fiscal responsibility for the club.
8. Approve all official club communications.
9. Establish special committees, as required with the approval of the Board of Directors.
10. To sign all checks with the Secretary, Treasurer or Vice-President.
11. Be an ex officio member of all committees.

12. Maintain liaison with other astronomy clubs and municipal authorities, supporting the purpose of the Club.
13. Be an ex officio member of all committees either elected or appointed.

### Section 3. Vice-President

The Vice-President shall,

1. Assist the President, in the performance of duties, as may be required.
2. Officiate, in the absence of the President.
3. Provides timely and interesting advance information for newsletters, social media, and mailings.
4. Coordinate club outreach engagements to support the mission statement of the Club.
5. Provides or coordinates information on forthcoming events to the secretary for inclusion in meeting notices or newsletters.
6. Be an ex officio member of all committees either elected or appointed.

### Section 4. Secretary

The Secretary shall:

1. Maintain meeting minutes and meeting attendance records.
2. Maintains a roster of club officers and members, including contact information.
3. To keep a correct roll of all members showing their type of membership.
4. When requested, notify each member of appointment to any committee.
5. Conduct official correspondence of the Club, with approval of the President.
6. File all documents, records, reports and communications connected with the business of the Club.
7. Send out notices to all members of all meetings.
8. Be an ex officio member of all committees either elected or appointed.

### Section 5. Marketing Manager

The Marketing Manager shall:

1. Design and distribute marketing materials, with approval of the President.
2. Develop and maintain the club website, including social media.
3. Perform regular audits of the online presence of the club and ensure that the club is listed in all applicable astronomy club and charitable organization lists and directories.



4. Publicize club activities through email, social media and the club website.
5. Conduct official correspondence of the Club, with approval of the President.
6. Be an ex officio member of all committees either elected or appointed.

#### Section 6. Treasurer

The Treasurer shall:

1. Make all collections for the Club, issue receipts and act as custodian of all monies and securities of the Club, depositing them in one or more banking institutions approved by the Board of Directors.
2. Issue notices of assessments or dues to the membership.
3. Keep accounts of Club and preserve proper vouchers for all payments.
4. Pay all bills properly countersigned, by the President as directed so by the Board of Executives.
5. Make a full detailed report at the annual meeting in December of each year or as requested by the Board of Directors.
6. Turn over to their successor promptly upon retirement from office, all records, accounts, supplies, and funds belonging to the Club that are in their possession.
7. Shall be prepared at anytime to determine whether any member is an active member in good standing.
8. Be an ex officio member of all committees either elected or appointed.

### ARTICLE III - MEETINGS AND ELECTIONS

#### Section 1.

The annual meeting shall be held during September of each year, and the election of officers shall be held during that meeting. A two-thirds majority vote of the quorum of voting members present in good standing, shall be necessary to elect officers.

#### Section 2.

Notice shall be issued by the Secretary for all regular and special meetings at least seven days prior to the date of any such meeting. Notices of special meetings shall specify the objects of the meeting and no matters other than those specified shall be considered.

#### Section 3.

A Spring meeting shall be held in the first half of each year at which time it shall be the duty of the Board of Directors to report to the members on the progress to date and the plans for the season's activities.

#### Section 4.

An officer may succeed himself in office for as many terms as deemed necessary by the membership, provided they accept the nomination.