

THE BY-LAWS OF THE WARREN ASTRONOMICAL SOCIETY, INC.

July 26, 1982

Revised December 6, 2010, ratified January 3, 2011

Revised February 6, 2012, ratified March 5, 2012

ARTICLE I NAME

Section 1.01. Name of the Corporation.

The name of this Corporation shall be WARREN ASTRONOMICAL SOCIETY, INC.

ARTICLE II PURPOSES AND ACTIVITIES

Section 2.01. Purposes of the Corporation.

The purposes of this Corporation shall be:

- A. To promote and encourage the study of Astronomy and related sciences.
- B. To solicit and receive grants, contributions, and other property, to enter into contracts, to engage needed personnel and services, and to transfer, hold and invest such real property as may be required to carry out the purposes of this Corporation.

Section 2.02. Restrictions on Activities.

The activities of this Corporation shall be restricted as follows:

- No part of the money or other property received by this Corporation from any source, including its operations, shall be used directly or indirectly for the benefit of or be distributable to the officers, trustees, or other private persons, except that this Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments necessary for the furtherance of the purposes set forth in this Article.
- No substantial part of the activities of this Corporation shall be lobbying or otherwise attempting to influence legislation, and this Corporation shall not participate in any political campaign on behalf of or against any candidate for public office.
- All the activities of this Corporation shall be charitable, scientific, educational, or religious as are permitted to be carried on by a Corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (as it may be amended) or by a Corporation that may receive contributions which are deductible to their donors under Section 170 (c) (2) of the Internal Revenue Code of 1954 (as it may be amended).
- The Corporation shall remain as a nonprofit organization for life.

ARTICLE III MEMBERSHIP

Section 3.01. Members of the Corporation.

Membership in the Corporation shall be open to all individuals interested in Astronomy or related sciences, regardless of age, sex, color or creed upon payment of dues for (1) year.

HONORARY LIFE MEMBERSHIP is conferred in recognition of extended and exceptional service to the Corporation or for recorded scientific achievements or reputation in Astronomy or related sciences. It is granted upon a unanimous vote of the Board of Directors present at a meeting. There shall be no dues. Such membership bestows all Corporation rights, privileges, and facilities.

HONORARY MEMBERSHIP is conferred in recognition of distinguished service to the Corporation. It is granted for (1) year by the Board of Directors and may be renewed annually. There shall be no dues. Such membership bestows all Corporation rights, privileges, and facilities.

REGULAR MEMBERSHIP (Individual) - a person eighteen (18) years of age or older, who is not a student or senior citizen, upon payment of dues.

FAMILY MEMBERSHIP - a Family with at least one adult eighteen (18) years of age or older, upon payment of dues.

STUDENT MEMBERSHIP - a person attending an educational institution full-time for credit, upon payment of dues.

SENIOR CITIZEN - a person who is sixty (60) years of age or older or a person and their spouse either of whom is sixty (60) years of age or older, upon payment of dues.

Section 3.02. Removal of Membership.

Any member may be expelled from membership by the Board of Directors when in the judgment of the Board of Directors the interest of the Corporation will be served thereby. The member shall have the right to demand and receive a copy of any charges and shall have reasonable length of time in which to present a defense to the Board of Directors. The Board of Directors shall then pass final decision upon the matter, and upon a recommendation of a two-thirds majority of the membership of the Board of Directors, the member's name will then be dropped from the membership roll.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01. Powers and Duties of the Board.

All the rights, powers, duties and responsibilities relative to the management and control of this Corporation's property and affairs are vested in the Board of Directors. These powers exist in the Directors meeting as a group and not in Individual Directors except as delegated by the Board. The Directors have a duty to exercise reasonable care and prudence in the administration of the affairs of this Corporation and are responsible to disburse the funds and property received by the Corporation only for the purposes for which they were received. The Board of Directors may not delegate this responsibility. The Board shall require a regular accounting of all funds disbursed to the Corporation and shall determine dues for all classes of members.

Section 4.02. Number of Directors and Their Term of Office.

The Board shall consist of the seven officers as defined in Article V, elected by a simple majority of the membership at the annual meeting.

Section 4.03. Annual Meeting.

The annual meeting of the Corporation shall be the first regularly-scheduled membership meeting in November as established by the Board. At this meeting reports shall be presented by the officers and new Directors (Officers) shall be elected for the next year, starting January 1.

Section 4.03a. Annual Reports.

In addition to other reports of the officers and committees, the following written reports shall be delivered to the Board members by the annual meeting.

1. A summary statement of receipts and expenditures and a balance sheet prepared by the Treasurer for the prior twelve months.
2. A report of the program activities of the prior twelve months prepared by the Program Director(s), and
3. A budget for the use of funds expected to be received during the remainder of the current fiscal year which should be prepared by the Program Director(s) in cooperation with the Executive Committee (Board of Directors).

Section 4.04. Voting at the Election of Directors.

Directors shall be elected by simple majority vote of the members present at the annual meeting.

Section 4.05. Regular Meetings of the Board.

The Board shall meet at least once a year on the date of the Corporation's scheduled annual meeting.

Section 4.06. Special Meetings of the Board.

Special meetings of the Board may be called at any time by the Chairperson or by four (4) Directors. Notice of special meetings shall be given by mail or by such other means as the Chairperson deems appropriate and shall state the time, place and purposes of the meeting.

Section 4.07. Organization and Conduct of Board Meetings.

The President (or, in his or her absence, the First Vice-President, or in both of their absences, the Second Vice President) shall preside over each meeting of the Board as the Chairperson of the Board. The meetings may be conducted either informally or by Robert's Rules of Order at the discretion of the presiding officer unless the majority of those Board members present request that Robert's Rules of Order be followed. The Secretary (or, in his or her absence, the member appointed by the presiding officer) shall record the minutes of the meetings.

Section 4.08. Quorum.

The presence of a majority of the Directors, in person or electronically, shall be necessary at any meeting of the Board to constitute the quorum necessary for the conduct of business. If fewer members are present, the actions taken at the meeting shall be valid only if enough of the Directors who were absent sign written consents and thus provide support for the action by a majority of all Directors and all Directors are provided with notice of the action.

Section 4.09. Voting.

Except as otherwise provided by these bylaws or by statute, all matters before the Board shall be decided by a majority of the Directors present at the meeting.

ARTICLE V OFFICERS

Section 5.01. Titles and Qualifications of Officers.

The principal officers of the Corporation shall be the President, First & Second Vice President, Secretary, Treasurer, Outreach Director, and Publications Director. However, the Board may from time to time appoint such additional officers as it deems appropriate.

Qualifications for Officers:

- A. Must be at least eighteen (18) years of age.
- B. Must have been a member in good standing for one year.
- C. Must maintain his or her membership in good standing during the term of office.

Section 5.02. Election and Term of Office.

A nomination committee consisting of 1-3 members who are not seeking nomination shall be named by the Board of Directors at its meeting preceding the annual meeting and election. The committee shall nominate persons who are willing to duly execute at least one office defined in Article V.

The officers shall be elected annually by acclaim or by secret ballot (only for contested positions) at the annual meeting of the membership. Each officer shall hold office until his or her successor shall have been elected, and installed on January 1 of following year, or until the officer becomes incapacitated, resigns, or is removed. Each office must be relinquished after two consecutive terms.

Section 5.03. The President.

The President shall preside at all of the meetings of the Board of Directors as Chairperson of the Board of the Corporation and shall have such other powers and duties as may be assigned to him by the Board provided they are not inconsistent with these By-Laws. The President shall appoint all committee chairpersons. The President shall also keep the Corporation's annual report with the State's Corporate Division.

Section 5.04. The First Vice President.

The First Vice President, in absence or inability of the President to serve, shall perform all the duties of the President.

The First Vice President as Program Chair shall:

- A. Solicit meeting presentations and guest speakers;
- B. Planning and maintaining the presentation schedule;
- C. Planning special presentations.
- D. Communicate and coordinating with the meeting venues.

In addition, the First Vice President shall be a member of all committees that are appointed by the President. The attendance of the First Vice President at all committee meetings shall not be mandatory.

Section 5.05. The Second Vice President.

The Second Vice President, in absence or inability of the President and First Vice President to serve, shall perform all the duties of the President.

The Second Vice President as Observatory Chair shall:

- A. Supervise and maintain of observatory buildings and equipment;
- B. Plan observatory events; and
- C. Communicate and coordinate with the organization(s) that host our observatory buildings.

The Second Vice President shall be a member of all committees that are appointed by the President. The attendance of the Second Vice President at all committee meetings shall not be mandatory.

Section 5.06. The Secretary.

The Secretary shall:

- A. Be custodian of all the original records and documents of the Corporation;
- B. Keep the minutes of all meetings of the Board of Directors and of the Executive Committee;
- C. Notify all members of meetings;
- D. Perform all other duties that are incident to the office of Secretary or that may be assigned by the Board or the Chairperson and that are not inconsistent with these By-Laws.

Section 5.07. The Treasurer.

The Treasurer shall:

- A. Keep a current list of the membership and their addresses;
- B. Collect all dues and receive other monies as may come to the Corporation;
- C. Be accountable for the receipt and disbursement of funds or property on behalf of the Corporation;
- D. Regularly enter or cause to be entered in the books of the Corporation a complete account of all funds or property received by him or her for the account of the Corporation.
- E. Render a written account of all the Corporation's accounts to the Directors at each regular meeting of the Board;
- F. Exhibit the account books of the Corporation and all securities, vouchers, papers and documents of the Corporation in his or her custody to any Director (or designee of a Director) upon reasonable request;
- G. File all tax and other financial reports required of the Corporation; and
- H. Perform all other duties that are incident to the office of Treasurer or that may be assigned by the Board or the Chairperson and are not inconsistent with these By-Laws.
- I. As a matter of policy, the signature of the Treasurer or the President shall be required on all checks. The Treasurer shall carry a maximum amount of petty cash to be determined by the Board of Directors.
- J. Authorize payment of all bills with Board oversight. All expenditures over \$100.00 must be approved by the Board.

Section 5.08. The Outreach Director

The Outreach Director shall:

- A. Plan major public events.
- B. Solicit volunteers for said events.
- C. Communicate with park systems, educational groups, and other astronomy clubs to satisfy this Corporation's purpose as cited in Section 2.01 A.

Section 5.09. The Publications Director

The Publications Director shall:

- A. Edit and publish a monthly newsletter and other publications; and
- B. Write and solicit articles for said publications.

Section 5.10. Resignation of Officers.

Any officer may resign at any time by delivering a written resignation to the President of the Board, the Vice President or the Secretary. The acceptance of any such resignation (unless required by the terms thereof) shall not be necessary to make the same effective.

Section 5.11. Removal of Officers.

Any officer may be removed from office by the Board of Directors whenever, in the judgment of the Board, the interest of the Corporation will be served thereby. An officer may be removed from the Board of Directors by a simple majority of the Board.

Section 5.12. Vacancies.

A vacancy in office shall be filled by appointment of the Board of Directors. Any officer so appointed shall serve to the end of the unexpired term of the respective office.

ARTICLE VI COMMITTEES

Section 6.01. Committees.

The Board of Directors may from time to time appoint committees those powers, terms of office, and rules of procedure shall be determined by the Board. Any such committee may be abolished or any member removed (with or without cause) at any time by the Board of Directors.

ARTICLE VII FINANCIAL PROCEDURES AND RESTRICTIONS ON TRANSACTIONS

Section 7.01. Fiscal Year

The fiscal year of the Corporation shall be the calendar year. A summary of receipts and expenditures and a balance sheet listing all assets and liabilities shall be prepared shortly after the end of the fiscal year.

Section 7.02. Deposits and Withdrawals of Funds.

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors may direct. Any withdrawals of funds must be made and checks must be signed by one of the following officers: The President or Treasurer. No payment in excess of \$100.00 may be made without specific authorization of the Board.

Section 7.03. Loans.

No officer of the Corporation shall enter into a loan to be received on behalf of the Corporation without authorization of the Board. Any such authorization may be general or specific and may include authorization to pledge any securities or other personal property of the Corporation as security for the loan or advance.

Section 7.04. Signing Contracts.

The President of the Board, subject to the approval of the Board, may enter into any contract or execute and deliver any instruments in the name of the Corporation. The Board may authorize the President to enter into any contract or execute and deliver any instrument in the name of the Corporation, and such authorization may be general or confined to specific instances.

Section 7.05. Compensation of Employees.

The Directors of the Corporation shall serve as such without salary, but the Board may authorize the payment of reasonable expenses incurred by Directors in the performance of their duties and reasonable compensation for special services rendered by any Director. Except as provided in this Section no Officer or Trustee of the Corporation shall receive directly or indirectly, any salary, or other compensation from the Corporation.

Section 7.06. Contracts with Officers and Trustees.

No officer or Director of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the Board of Directors at a meeting at which the presence of such Directors is not necessary for such authorization, and the fact and nature of such interest is fully disclosed or known to the Directors present at the meeting at which the contract shall be authorized.

ARTICLE VIII INDEMNIFICATION

Section 8.01. Indemnification of Officers and Directors.

Any person (or his or her estate) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer or trustee of the Corporation shall be indemnified by the Corporation against any liability and reasonable expense (including attorneys' fees) incurred by him or her in connection with the defense or settlement of such action, except in relation to matters as to which it shall be adjudicated by the Court that such officer or Director is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer or trustee may be entitled apart from this Article.

ARTICLE IX DISSOLUTION

Section 9.01. Dissolution and Disposition of Corporate Assets.

A majority of the membership present at a regular meeting shall be necessary to dissolve the Corporation, provided all members have been notified of such intent by mail thirty (30) days prior to the meeting. A date of dissolution shall be established after a period which shall comply with the legal requirements for public notice.

Upon the dissolution of the Corporation and after the payment or the provision for payment of all the liabilities of the Corporation, the Board of Directors shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, or to organizations that are then qualified as tax exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (as it may be amended). Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the Corporation is then located.

ARTICLE X AMENDMENTS

Section 10.01. Amendments of By-Laws and Articles of Incorporation.

The By-Laws and Articles of Incorporation of this Corporation may be amended by a majority of the membership of the Corporation present at any regular scheduled membership meeting provided either the proposed amendment was included in full in the notice for the meeting, or the proposed amendment was read at the preceding meeting and was summarized in the notice of the meeting in which it shall be voted upon.

Following adoption of this Constitution and By-Laws, any proposed amendments thereto must be submitted in writing to the Secretary and then referred to the Board of Directors at their next meeting. The Secretary will read the proposed amendment at the next meeting of the Corporation following that of the Board. At the succeeding regular meeting of the Corporation, the Board will make known its recommendation and a vote by the membership will follow.