

AAI BYLAWS

Ratified and Adopted May 18, 2012

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ARTICLE I - NAME

SEC. 1. Name. The name of this corporation is AMATEUR ASTRONOMERS, INC. The official acronym is AAI.

ARTICLE II - PURPOSE

SEC. 1. Purpose. To promote and encourage popular interest in the science of astronomy by holding membership meetings, conducting public forums, sponsoring guided viewings of the night sky, engaging speakers on astronomy and related subjects, holding exhibits of a scientific nature, instructing and training members and the interested public in the making or use of telescopes and other astronomical instruments and their components, giving occasional classes in popular and technical astronomy, developing and encouraging the abilities of its members to engage in research, including scientific expeditions, and to lecture and write upon astronomical subjects, and to associate with other scientific organizations.

ARTICLE III - SEAL AND LOGO

SEC. 1. Seal. The seal of the corporation is described as follows: The center of the seal shows a portable telescope, symbol of our purpose and activities, standing on a chain of six links and, below it, a ribbon with AMATEUR ASTRONOMERS, INC. inscribed thereon. All of the foregoing is enclosed in an oblong band with rounded corners, the upper three sides being surrounded by twenty-five stars and, beneath the lower edge, the inscription: INCORPORATED 1956.

SEC. 2. Logo. The logo of the corporation is described as follows: The center of the seal shows a portable telescope, symbol of our purpose and activities, standing on a chain of six links and, below it, a ribbon with AMATEUR ASTRONOMERS, INC. inscribed thereon. All of the foregoing is enclosed in an oblong band with rounded corners, and the year of organization is placed below the chain links.

ARTICLE IV - MEMBERSHIP

SEC. 1. Classes of membership. Membership shall consist of six classes -- Regular Members, Sustaining Members, Sponsoring Members, Life Members, Honorary Members, and Family Members.

SEC. 2. Regular Membership. Any person who is twelve years or older and who has an interest in astronomy shall be eligible to apply to be a Regular Member. A Regular Member is entitled to vote at all membership meetings of the corporation, to serve on committees of the corporation and, if eighteen years of age or older, to hold any office of the corporation. In addition, each Regular Member shall, as a privilege of membership, have the option to purchase, at additional cost through AAI, a subscription to the magazine *Astronomy* at a reduced group rate. *Sky & Telescope* can be purchased by the member directly from the publisher at a reduced rate.

SEC. 3. Admission to Regular Membership. Admission as a Regular Member shall be by vote of the Executive Committee or at a regular meeting of the corporation by vote of the members. Either body shall first satisfy itself as to the eligibility, character, and fitness of an applicant for admission in such manner as it may designate.

SEC. 4. Sustaining Membership. Sustaining Membership shall be awarded to any class of membership in good standing for an additional contribution. (See ARTICLE V, SEC. 2.)

SEC. 5. Sponsoring Membership. Sponsoring Membership shall be awarded to any class of membership in good standing for an additional contribution. (See ARTICLE V, SEC. 3.)

SEC. 6. Life Membership. Life Membership may be awarded to any Regular Member in good standing with ten or more years of service to the corporation. Election to Life Membership shall be held at any regular Executive Committee meeting by a separate ballot for each candidate, a two-thirds vote of the committee being required for election. Candidates for Life Membership shall be those members who have served in an outstanding way as officers or committee chairpersons of the corporation or who have made outstanding contributions to the art and science of astronomy. The procedure to be followed is specified in Standing Rule #21.

SEC. 7. Honorary Membership. Honorary Membership may be awarded to non-members of the corporation who have rendered some outstanding service to the corporation. Honorary Membership shall be conferred by the Executive Committee at a regular meeting. A two-thirds vote of those present shall be required for election. An Honorary Member shall be exempt from the payment of dues and assessments of the corporation and shall not have the privileges of a Regular Member.

SEC. 8. Family Membership. Any person, who is eligible for Regular Membership, residing with a relative who is a Regular Member, shall be eligible to apply for Family Membership. A Family Member shall be entitled to a reduction in the payment of dues and assessments of the corporation as designated by the Executive Committee and shall be entitled to all privileges of a Regular Member except for any printed mailings or a reduced rate subscription to the magazines, *Sky & Telescope* or *Astronomy*.

ARTICLE V - DUES

SEC. 1. Annual dues. The annual dues of Regular Members shall be established by the Executive Committee and shall be voted upon by the membership at the next General Membership Meeting. The approved amount will take effect on the first day of the month following membership approval. Notification of the change of dues to the membership shall be made as soon as possible. Life Members are not obliged to pay dues.

SEC. 2. Sustaining Members. The annual dues of a Sustaining Member shall be ten dollars more than the usual assessment.

SEC. 3. Sponsoring Members. The annual dues of a Sponsoring Member shall be twenty-five dollars more than the usual assessment.

SEC. 4. Dues period and payment. The annual dues shall be payable in advance at the time of the member's admission and on the anniversary of the admission month, as indicated by the expiration month on the membership roster as maintained by the Membership Committee. If membership is terminated for any cause, no refund of any dues shall be made, pro rata or otherwise.

SEC. 5. Termination of membership for non-payment of dues. Any member in default in payment of dues shall be *ipso facto* suspended from all privileges of membership. Default shall start on the first day of the month following the expiration month as indicated by the membership roster. During the second month of default, the member shall be notified electronically or by

letter indicating that if such default is not corrected by the end of the third month of default (specifically named in letter), the membership shall then automatically terminate. An email sent to the latest address in the roster maintained by the Membership Committee constitutes sufficient means of notice for all communications of the corporation with members. However, upon written request to the President by a member who states that they lack computer resources, alternative methods of communications shall be employed.

ARTICLE VI - GENERAL MEMBERSHIP MEETINGS

SEC. 1. Number. There shall be no fewer than seven General Membership Meetings of the corporation within each fiscal year. One shall be the annual meeting held in May, at which time officers shall be elected from the slate reported by the Nomination Committee or from independent nominations from the floor.

SEC. 2. Time, place, and agenda. The President shall designate time, place, and agenda for any General Membership Meeting.

SEC. 3. Notice to membership. Notice of each General Membership Meeting shall be given to the membership electronically or otherwise at least seven days prior to the date of the meeting. The notice shall set forth the time, place, and agenda. An email sent to the latest address in the roster maintained by the Membership Committee constitutes sufficient means of notice for all communications of the corporation with members. However, upon written request to the President by a member who states that they lack computer resources, alternative methods of communications shall be employed.

SEC. 4. Quorum. Twenty-five members shall constitute a quorum.

SEC. 5. Effect of vote at meetings. A majority of the members present and voting at a General Membership Meeting shall constitute the vote of the membership.

ARTICLE VII - BOARD OF TRUSTEES

SEC. 1. Composition and tenure. In conformance with the charter of incorporation, there shall be a Board of Trustees consisting of three members. One Trustee shall be elected at each annual meeting and shall serve for a term of three years or until a successor is elected, whichever is later. The Trustees shall agree upon a chair of the Board. During tenure on the Board of Trustees, a member of the Board may not serve on the Executive Committee. However, all members of the Board of Trustees shall be invited to meetings of the Executive Committee.

SEC. 2. Authority. The Trustees shall be in charge of such property of the corporation, and of such special funds (such as the Edward T. Pearson Memorial Fund) as shall have been entrusted to them for deposit or investment by vote of the Executive Committee. They shall report at the annual meeting the properties and monies in their hands, and the character of such investments as shall have been made. Monies or properties in the hands of the Trustees shall not be withdrawn or sold except as defined by the authorizing resolution of the Executive Committee. The Trustees shall maintain an inventory of the property of AAI. They shall, on a biannual basis, with the cooperation of the committee chairs, conduct a physical verification of the inventory.

SEC. 3. Meetings and procedure. The Board of Trustees shall hold one or more meetings during the year, at which meetings the proceedings of the Executive Committee meetings subsequent to the previous Board of Trustees meeting may be examined and the actions of the

Committee shall be discussed. If the Board desires, its consensus shall be transmitted to the Executive Committee first and then to the general membership. Their review of the actions of the Executive Committee during the year shall be made a part of the report of the Board of Trustees to the general membership at the annual meeting. This report shall be presented at a regular meeting of the Executive Committee prior to the annual meeting. The chair shall designate the time, place, and agenda of any meeting of the Board. The decisions of the Board must be unanimous.

SEC. 4. Vacancies. In the case of the death, resignation, or removal from office of any Trustee, the Executive Committee shall designate a member to serve until the next annual election. This appointment shall be submitted to the members for ratification at the next General Membership Meeting. All books, papers, vouchers, money, and property of whatever kind in said Trustee's possession or control, belonging to the corporation, shall be returned to the corporation promptly.

ARTICLE VIII - OFFICERS

SEC. 1. Offices and tenure. The following officers shall be chosen by the members at their annual meeting: President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. All officers shall be voting members in good standing. All elected officers shall serve until the close of the fiscal year following the annual meeting in which the election takes place, or to the election of their successors, whichever is later.

SEC. 2. Duties of the President. The President shall preside over all meetings of the members and of the Executive Committee, uphold the bylaws, and shall see that resolutions, standing rules, and motions of the Executive Committee are acted upon. If directed by the Board of Trustees, the President shall bring any matter before the general membership in accordance with the provisions of ARTICLE VII, SEC. 3. The President shall be a member of the "College Liaison Committee", and an ex-officio member of all other committees except the Nominating and Auditing Committees, and shall have the powers and duties of supervision usually vested in the office of the president of a corporation. The President shall appoint the chair of all committees, identify members responsible for various functions (such as maintenance of the corporation's website, representation to organizations such as UACNJ, publication of "Sperry Observations Journal of Amateur Astronomers, Inc." and the like), and (except where specified in the bylaws or standing rules) determine the access which officers, Trustees and committee chairs may have to membership information and club financial records.

SEC. 3. Duties of the Vice President. The Vice President shall perform the duties and exercise the powers of president during the absence or disability of the President, and shall chair the Program Committee.

SEC. 4. Duties of the Recording Secretary. The Recording Secretary shall attend all General Membership and Executive Committee meetings, and shall preserve, in books of the corporation and electronically, the true minutes of the proceedings of all such meetings. The Recording Secretary shall furnish a copy of the minutes and proceedings of all such meetings to the members of the Executive Committee and to the Board of Trustees upon their request.

SEC. 5. Duties of the Corresponding Secretary. The Corresponding Secretary shall give all notices required by statute, bylaws, or resolution and shall perform such other duties as may be delegated by the Executive Committee or the President.

SEC. 6. Duties of the Treasurer. The Treasurer shall have custody of all corporate funds and securities, and shall keep, in books belonging to the corporation, full and accurate accounts of all receipts and disbursements, deposit all monies, securities, and other valuable effects in the name

of the corporation in such depositories as may be designated for that purpose by the Board of Trustees. The Treasurer shall disburse the funds of the corporation as may be ordered by the Executive Committee, taking proper vouchers for such disbursements and shall render at the regular meetings of the Executive Committee, and of the members, an account of all transactions as Treasurer, and shall render a monthly account of the financial condition of the corporation. If required by the Board of Trustees, the Treasurer shall deliver to the chair of the Board of Trustees, and shall keep in force, a bond in form, the amount and with surety or sureties satisfactory to the Board. The Treasurer shall make all financial records available to the Executive Committee and/or the Trustees upon their demand.

SEC. 7. Pro Tem. In the event that any officers of the corporation are temporarily unable to perform their regular duties, the President, with the consent of the Executive Committee, may designate members to fill those offices pro tem.

SEC. 8. Vacancies. In the case of the death, resignation, or removal from office of any officers, the Executive Committee shall designate a member to serve until the next annual election. This appointment shall be submitted to the members for ratification at the next General Membership Meeting. All books, papers, vouchers, money, and property of whatever kind in said officer's possession or control, belonging to the corporation, shall be returned to the corporation promptly.

ARTICLE IX - EXECUTIVE COMMITTEE

SEC. 1. Composition and tenure. The Executive Committee shall consist of all the elected officers, the immediate past President, chairs of the standing committees, and chairs of such other committees as defined in ARTICLE XI, SEC, 4. At the first meeting of the fiscal year, all newly appointed chairs shall be confirmed by the elected officers. The immediate past President may serve as long as his successor remains in office. There shall be no more than one chair for each committee.

SEC. 2. Authority. For the purpose of the regular management of the corporation, the Executive Committee shall have full powers to act in all matters of a regular and ordinary nature. This includes the control of all monies, securities, and property of the corporation not otherwise entrusted to the Board of Trustees. All matters of a special nature shall be submitted to the members for action at a regular meeting of the corporation or at a special meeting called for that purpose.

SEC. 3. Meetings and procedure. The President shall designate time, place, and agenda for any meeting of the Executive Committee. Regular meetings of the Executive Committee shall be held not less frequently than once in each month. One-half the number of members of the Executive Committee shall constitute a quorum. A majority vote of the members of the Executive Committee present and voting shall constitute a vote of the Executive Committee. Each individual who is a member of the Executive Committee shall have only one vote. The Executive Committee may make its own rules for the conduct of the meetings.

SEC. 4. Board of Trustees attendance. Members of the Board of Trustees shall be invited to attend any meeting of the Executive Committee and to speak on matters brought before that body, but shall have no vote in the meeting.

ARTICLE X - STANDING (PERMANENT) COMMITTEES

SEC. 1. Computer Services. The committee shall be responsible for the maintenance and operation of such computer-related equipment as required by the corporation. In addition, the committee shall be responsible for the Computer Room and its related contents.

SEC. 2. Displays and Presentations. The committee shall be responsible for observatory displays and public night lectures.

SEC. 3. Education. The committee shall be responsible for the agenda and speakers for any public course.

SEC. 4. Finance. The committee shall be charged with acquiring contributions, through pledges or otherwise, and developing ways and means of financing projects authorized by the Executive Committee or the membership. The committee shall, in no way, usurp the duties and functions of the Treasurer as mentioned in ARTICLE VII, SEC. 6.

SEC. 5. Instrument Qualification. The committee shall conduct courses leading to the status of Senior Observer, Qualified Observer, and Assistant Observer and shall provide Observers for operation of telescopes and for related duties, as necessary, for any function at the observatory. The committee shall be chaired by a Senior Observer who shall be aided by all Senior, Qualified, and Assistant Observers. In addition, for any off-site club observatory, the committee shall coordinate with the Technical, Observation, and Research Committees to maintain and repair any telescopes and observatory buildings, recommend and train Observers in the proper handling of the telescopes and facilities, and schedule usage for various observing projects.

SEC. 6. Library. The committee shall maintain a lending and reference library for the members' use and operate such arrangements at the regular meeting and Friday night sessions. The committee shall be responsible for maintaining the bulletin boards at the observatory. The committee chair shall designate and announce book access and checkout procedures with the consent of the Executive Committee.

SEC. 7. Membership. The committee shall receive membership applications and present them to the Executive Committee for vote, and expeditiously notify such applicants. It shall maintain a membership roster that includes electronic and other contact information, send out renewal notices two months prior to expiration, and determine which members are delinquent in dues. The committee shall notify any such delinquent member, in accordance with the procedure stated in ARTICLE V, SEC. 6., and shall provide a list of such delinquent members to the Executive Committee. The committee shall proactively solicit the renewal of lapsed members and seek out new members.

SEC. 8. Observation. The committee shall provide leadership to the membership in astronomical observations and related activities (such as star parties). The committee shall provide and conduct programs for the annual meetings or other meetings dealing with the work or observations of members.

SEC. 9. Observatory. The committee shall coordinate the club activities carried on in the observatory in a manner satisfactory to the College. In its role as a scheduler of functions, the committee shall provide a listing of dates of these activities and a means of reserving the observatory or parts thereof for the use of qualified personnel of either the College or AMATEUR ASTRONOMERS, INC. in such a manner that conflicts are avoided.

SEC. 10. Program. The chair shall be the Vice President of AMATEUR ASTRONOMERS, INC. and shall develop the speakers schedule and the program portion (defined as the monthly guest speaker lectures) of the General Membership Meetings of AMATEUR ASTRONOMERS,

INC. Insofar as practical, the September to April schedule should be completed by the preceding May. The committee shall be responsible for having the formal program ready for distribution to the members with their September meeting notification. The committee shall conduct the program part of the General Membership Meetings except as listed in SEC. 8 of this Article.

SEC. 11. Public Relations. The committee shall provide copy for public announcement of meetings or other items of interest concerning AMATEUR ASTRONOMERS, INC. and, if needed, send this copy out for publication. The committee shall endeavor to work closely with the public relations department of the College and all other committees of AMATEUR ASTRONOMERS, INC.

SEC. 12. Refreshments. The committee shall be responsible for providing refreshments on General Membership Meeting nights and on other occasions as required.

SEC. 13. Research. The committee shall seek to promote and encourage astronomical research and related activities for its membership (such as projects in astronomical imaging, photometry, spectroscopy, lunar occultation measurements, solar and lunar eclipse studies, and solar flare and sunspot monitoring as well as studies of an historical and astro-archeological nature).

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SEC. 14. Sales and Promotion. The committee shall be responsible for the acquisition, purchase, and sale of books, magazines, literature, and other materials for AMATEUR ASTRONOMERS, INC.

SEC. 15. Technical and Telescope Services. The committee shall be responsible for the design, construction, and maintenance of the Sperry Observatory telescopes and other astronomical equipment (including off-site facilities) as designated by the Executive Committee. The committee shall ensure that knowledge of the operation of such equipment is transmitted to the Instrument Qualification Committee. No person other than a member of the committee, or one authorized by the chair of the committee, will attempt to repair or modify any astronomical equipment belonging to the corporation or housed in the Observatory or other off-site facilities. The committee shall also provide leadership to the membership in the design, construction, testing, and adjustment of their personal telescopes and other related instruments. It shall assist the membership in all aspects of optical, mechanical, and electronic design and fabrication as well as act as a consultant to the general public.

ARTICLE XI - OTHER COMMITTEES

SEC. 1. Nominating Committee. The committee shall consist of three members, none of whom shall be a member of the Executive Committee or the Board of Trustees. The President shall appoint the Nominating Committee at least three months before the annual meeting. The Nominating Committee shall convey by a report, made at the meeting prior to the annual meeting, its nominations for officers and Trustees and shall certify that the nominees have consented to serve, if elected.

SEC. 2. Auditing Committee. The committee shall consist of no more than three members, none of whom shall be a Trustee or a member of the Executive Committee. They shall audit the books of the corporation, including any special funds, and shall report their findings and recommendations to the Executive Committee at the regular meeting of the Executive Committee prior to the September meeting and transmit the same information to the membership at the September meeting.

SEC. 3. College Liaison Committee. The committee shall consist of the incumbent President of AMATEUR ASTRONOMERS, INC. and at least two other members appointed by the President.

The committee will represent the club in discussions with the College. In this role, the committee shall meet with a similar group from Union County College when appropriate to administer the mutual agreement and to determine the broad policies of mutual use of the Observatory.

SEC. 4. Special Committees. The President shall recommend names and duties of special committees needed for specific corporation activities. The President shall appoint the chairs of such committees, and on the President's recommendation, with confirmation by the Executive Committee, said chairs may serve as members of the Executive Committee until dissolution of the special committee. The minutes of Executive Committee meetings at which special committees are formed shall state whether or not the chair of said special committee was voted into membership on the Executive Committee. The composition and specific duties of said special committees shall be listed in the minutes in a manner similar to the paragraphs of ARTICLES X and XI of these bylaws. Dissolution of such a special committee shall be by motion passed by the Executive Committee or at the end of the fiscal year, whichever comes first.

ARTICLE XII - FISCAL MATTERS

SEC. 1. Fiscal year. The fiscal year shall begin on June 1 and end on May 31 of the following year.

SEC. 2. Remuneration of Trustees, Officers, and Members. The members of the corporation are not to receive any remuneration for their time devoted to the affairs of the corporation, but any out-of-pocket expenses incurred in conducting the corporation's affairs may be reimbursed to them by a vote of the Executive Committee or the membership.

SEC. 3. Funds. Any funds of the corporation shall be administered as directed by the Executive Committee but with the consent of the Board of Trustees, as outlined under ARTICLE VII, SEC. 2. and SEC. 3.

ARTICLE XIII - DISSOLUTION OF THE CORPORATION

SEC. 1. Procedure. In the event of dissolution of this corporation, and after the discharge of all legal obligations, the assets shall be distributed only to organizations that enjoy exempt status in accordance with the provisions of section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV - AMENDMENT TO THE BYLAWS

SEC. 1. Initiation. The bylaws will be reviewed by a bylaws committee at least once every five years. The committee, appointed by the President, shall report its findings and recommendations to the Executive Committee. A proposal to amend the bylaws may also be sponsored by the Board of Trustees, the Executive Committee, or initiated by petition, filed with the Recording Secretary, signed by at least twenty members. The proposal, in writing, shall set forth the text of the change to be made.

SEC. 2. Adoption. The proposed changes shall be introduced and read, or the proposed changes shall be distributed electronically or otherwise to the membership not later than the regularly scheduled monthly General Membership Meeting prior to the meeting at which the proposals will be considered. When considered, the proposed amendments shall be read, displayed electronically, or printed copies shall be made available, after which the changes can be moved for adoption.

ARTICLE XV - RULES OF ORDER

SEC. 1. Parliamentary procedure. The rules of parliamentary procedure set forth in the latest edition of *Robert's Rules of Order* shall be used as a guide.

ARTICLE XVI - ADOPTION OF BY-LAWS

SEC. 1. Mode of adoption. These bylaws as rewritten or amended were adopted at a regular meeting of the members held May 18, 2012.

This is to certify that the above

text is the same as adopted on

(date),

<signed>

(signatory)

Recording