

ALDRICH ASTRONOMICAL SOCIETY, INC. OF WORCESTER COUNTY MASSACHUSETTS

**Established 1932
Incorporated 2000**

By-Laws

As Amended: January 21, 2017
April 8, 2006
October 12, 2000 (Incorporation)
December 18, 1998
September 26, 1997

ARTICLE I General Provisions

Section 1. Name -

The name of the corporation shall be

ALDRICH ASTRONOMICAL SOCIETY INC.

Section 2. Purpose -

The purpose of the Aldrich Astronomical Society, Inc., here in after referred to as the Society, is to unite people who are interested in Astronomy. The Society may maintain the Aldrich Observatory and related facilities for the use of the members and for educational outreach to the community. The Society shall encourage affiliation with other local and national societies at the discretion of the membership.

Section 3. Location -

The principal office of the corporation shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may establish other offices and places of business in Massachusetts or elsewhere.

Section 4. Fiscal Year -

Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall extend from September 1st to August 31 of the following year.

ARTICLE II Membership

Section 1. Members -

The members of the corporation shall be:

- a) The Directors of the corporation then in office.
- b) Those persons who join the society and are current in their membership dues.

- c) An honorary member is one who is voted an honorary member for life or until revoked by the membership and shall be considered an active member but shall have no voting rights.

Any member may resign at any time by written notice to the Secretary of the corporation. Any member may be removed as a member by vote of two-thirds of the Board of Directors present at any meeting of the Board of Directors.

Section 2. Eligibility -

Men, women and children shall be eligible for membership without regard to race, religion, and age. An interest in astronomy is the only prerequisite.

Section 3. Application -

In order to become a member, a person shall complete and file an application and pay the dues required.

Section 4. Dues –

- a) Dues for the coming year shall be paid yearly before September 1. There shall be a grace period until the beginning of the annual meeting at which time the member's dues are in arrears. Members whose dues are in arrears shall not be eligible to vote in any meetings of the society. Full membership privileges shall be restored when dues in arrears have been paid in full.
- b) Regular membership dues are paid by anyone ages 18 to 64. Junior membership dues are paid at one half of the regular dues rate by members younger than 18. Senior membership dues are paid at one half of the regular dues rate by members 65 years of age and older.
- c) A new member joining during the fiscal year shall have the dues amount payable prorated to September at which time a full annual dues payment will be required. The prorated dues amount shall be determined on the basis of quarters of the year.
- d) The amount of annual dues and the rules with respect to the payment of same shall be established from time to time by the Board of Directors.

**ARTICLE III
Meetings**

Section I. Meetings of Members –

Meetings of the Society shall consist of the following types:

- a) Meetings of the Society will be held every Saturday of each month circumstances permitting.
- b) Business Meetings of the Society shall be held on the 2nd Saturday of September, December, March, and June to conduct and transact the business of the Society.
- c) The Annual Meeting of the members of the corporation shall be held on the 4th Saturday in September at which time a business meeting will be held and the Directors will present comprehensive Year-end reports on their respective Board position.
- d) If the Annual Meeting is not held on such date, a special meeting in lieu of an Annual Meeting may be held with all the force and effect of an Annual Meeting.
- e) Notice of the Annual Meeting setting forth the date, time and place of the meeting shall be conveyed to all members not less than ten (10) days prior to the date thereof.

- f) Special Meetings of the members may be called at any time by the President, the officers, or upon the written request of ten (10) members and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer.
- g) Notice of any special meeting shall be given in person, or by telephone, or by e-mail, and posted on the corporate website at least seven (7) calendar days in advance of the meeting or by regular mail postmarked at least seven (7) calendar days in advance of the meeting including the date of postmark but excluding the date of receipt.

Section 2. Quorum – Meeting of Members -

At any meeting of the members, a quorum for the transaction of business shall consist of no less than two (2) officers, and ten other voting members of the voting membership or 50% of the voting membership, whichever is smaller.

Section 3. Action at Meetings -

At all meetings of the members the vote of each member must be cast in person or by written proxy. Proxies shall be filed with the secretary of the meeting, or of any resumed meeting, before being voted. Except as otherwise limited therein, proxies shall entitle the member named therein to vote at any resumed meeting but shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger. If a quorum is not present, the membership may without further notice adjourn to the next scheduled meeting. At any meeting of the members at which a quorum is present the vote of a majority of those present or represented by proxy shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these By-laws.

Section 4. Form of Proxy -

The proxy must take the form of an e-mail or a signed proxy, received by the Secretary by such date as stipulated in the notice.

Section 5. Action by Consent -

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all of the member's consent to the action in writing and the written consents are filed with the records of the meetings of members by the Secretary. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6. Parliamentary Procedure -

The rules of parliamentary procedure set forth in the current Robert's Rules of Order shall be used as a guide at all meetings. A copy of Robert's Rules shall be kept by the Secretary and be available at Business, Annual, and Special meetings.

ARTICLE IV
Officers and Board of Directors

Section 1. Membership -

The officers of the corporation shall consist of the President, Secretary & Treasurer. The Board of Directors shall be the current officers and Public Relations and Outreach Coordinator, Facilities Manager, IT Manager, Development Coordinator, Library Telescope Program Coordinator, Amateur Telescope Making Program Coordinator, Director at Large, Outside Director, and/or such others as the directors may determine. Officers and Board positions are non-compensatory positions.

Section 2. Meetings -

Meetings of the Board of Directors shall be held on the 2nd Saturday of each month and are open to the membership.

Section 3. Quorum -

Five (5) of the Directors then in office, one of which shall be the President, Secretary or Treasurer, shall constitute a quorum, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these By-Laws, or any applicable law requires a different vote.

Section 4. Powers -

- a) The business and property of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation upon due approval of the Society.
- b) Except as otherwise provided by law, the Articles of Organization or these By-laws, all officers shall hold office until the Annual Meeting of the Society of even numbered years or until their respective successors are chosen and qualified.

Section 5. President -

- a) The President shall be the Chief Executive Officer of the corporation and as such shall have charge of the affairs of the corporation subject to the oversight of the Board of Directors.
- b) The President shall be subject to the direction and oversight of the Board of Directors, and preside when present at all meetings of the Board of Directors and members.
- c) The President shall provide, and follow, a written agenda at all meetings presided at. If the President cannot preside at a meeting the agenda will be given to the Secretary before the start of the meeting.
- d) The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the directors.
- e) The President shall have a monthly discretionary spending limit to be established, and periodically adjusted, by the Board of Directors. Unspent funds cannot be carried into the following month without the Board's vote of approval.

Section 6. Treasurer -

- a) The Treasurer shall be an Officer and have charge of the financial affairs of the corporation subject to the direction and oversight of the Board of Directors.
- b) The Treasurer shall keep full and accurate records of accounts and shall maintain custody of all funds, securities and valuable documents of the corporation, i.e. the Society.

- c) The Treasurer shall upon request and at Business meetings, provide a summary of the assets and liabilities of the Society.
- d) The Treasurer shall have such other powers and duties as are usually associated to that office and are vested in that office by these By-laws and/or by the Board of Directors.
- e) The Treasurer shall be required to provide a written report of the financial status of the Society at the Annual meeting, which shall be incorporated in to the minutes of the meeting and shall provide the Society's records for the purpose of auditing such records.

Section 7. Secretary -

- a) The Secretary shall be an Officer and give notices of meetings as stated in Article III, Section 1 or as are required by these By-laws and shall keep a record and minutes of all the meetings of the Society.
- b) The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the directors.
- c) In the absence of the Secretary from any meeting of the Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.
- d) In case of a temporary absence of the President, the Secretary shall preside at the meetings of the Society. If both the President and the Secretary are absent the Treasurer shall preside.
- e) The Secretary shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service or process appointed in the manner prescribed by law.

Section 8. Public Relations and Outreach Coordinator -

- a) The Public Relations and Outreach Coordinator shall be responsible for the advertising and marketing of the Society's programs, activities and capabilities to media outlets, the general public and private organizations for the betterment of the Society.
- b) The Public Relations and Outreach Coordinator shall communicate and build working relationships with the public and private communities to foster support for club initiatives.
- c) The Public Relations and Outreach Coordinator shall be responsible in welcoming new members and visitors and to educate them on the Society's mission, directors, facilities, equipment, website(s) and outreach programs.
- d) The Public Relations and Outreach Coordinator shall coordinate the activities of the Society's Outreach Programs with the members, maintain the Outreach calendar & database, and solicit members for participation in those outreach programs.
- e) The Public Relations and Outreach Coordinator shall work with the Library Telescope Program Coordinator to market and promote the Library Telescope Program.

Section 9. Facilities Manager -

- a) The Facilities Manager shall oversee the care and repair of all equipment, buildings, supporting structures, grounds and related items as it pertains to the Society.
- b) The Facilities Manager shall maintain an inventory of all buildings and related structures as it pertains to the society and provide necessary documentation for insurance purposes.
- c) The Facilities Manager shall work within the budget provided by Board of Directors and facilitate funds with the treasurer for the solicitation of services, if required, in the care, and repair of all equipment, buildings, supporting structures, grounds and related items as they pertain to the Society.

Section 10. Information Technology Manager -

- a) The Information Technology Manager, herein referred to as the IT Manager, shall be responsible for the design, security, maintenance and inventory of the Society's computers, network equipment and devices owned by the Society.
- b) The IT Manager shall be responsible for implementing and maintaining the Society's website(s) and all electronic communications such as the registrations, passwords and security of these accounts.
- c) The IT Manager shall work in coordination with the Society's Board of Director's direction and budget.
- d) The IT Manager shall work with the Treasurer when completing financial transactions pertaining to the various Society's technology endeavors including the soliciting of services in the repairs, upkeep and development of Information technology resources and equipment.

Section 11. Development Coordinator -

- a) The Development Coordinator shall be responsible for the fundraising, solicitation of grants including grant writing and the marketing of the Society in order to achieve the Society's development initiatives.
- b) The Development Coordinator shall get direction from the Board of Directors on the Society's plans, events and projects, as well as the estimated costs of those initiatives, in order to pursue the necessary funding for completion of those projects.
- c) The Developer Coordinator shall work with the Treasurer when completing financial transactions pertaining to the operations of the Society's initiatives.

Section 12. Library Telescope Program Coordinator -

- a) The Library Telescope Program Coordinator shall oversee the marketing, promoting, planning, acquisition, execution and reporting on all aspects of the Library Telescope Program.
- b) The Library Telescope Program Coordinator shall work with the Treasurer when completing financial transactions pertaining to the operations of the Library Telescope Program.
- c) The Library Telescope Program Coordinator shall be responsible for recruiting assistants as needed to aid in the preparation and modification of the telescopes prior to delivery and for the subsequent repairs and/or adjustments if needed.
- d) The Library Telescope Program Coordinator, and/or trained and qualified members, shall be present for the delivery of the telescopes at which time a library staff training session will be conducted.

Section 13. Amateur Telescope Making Coordinator -

- a) The Amateur Telescope Making Program Coordinator shall oversee the planning and scheduling of workshop and instructional sessions, as well as the ordering, and maintenance of supplies for the Amateur Telescope Making program.
- b) The Amateur Telescope Making Program Coordinator shall work with the Treasurer when completing financial transactions pertaining to the operations of the Amateur Telescope Making program.

Section 14. Director at Large -

- a) The Director at Large is a Society member whom will enhance and elevate the managerial and/or scientific strengths of the Society's Board of Directors and advance the Society's Mission of the education of Amateur Astronomy.

- b) The Director at Large shall assist the Board of Directors and the Society in the planning and operation of activities, events, fundraisers, meetings, and outings.

Section 15. Outside Director –

- a) The Outside Director shall be a member of the board who is not otherwise employed by or engaged with the Society, and does not represent the Society.
- b) The Outside Director will bring outside experience and perspectives to the Board and assist in helping the Society advance its short and long term goals.
- c) The term of the Outside Director shall be one (1) year.
- d) The Board of Directors shall select a candidate by a majority vote of the members present at a Board of Directors meeting. The candidate shall then be approved by a 2/3's vote, by secret ballot, at the Annual or a Special Meeting.

Section 16. Election –

- a) The Board of Directors shall be of such number, no less than three (3) or more than Eleven (11), as the Directors shall determine from time to time. A majority of the members shall elect the Board of Directors at the annual meeting of the Society of even numbered years or at a Special Meeting in lieu of an Annual Meeting. The Outside Director will be elected annually in accordance with Article IV, Section 15 d).

- b) Candidates for each office shall be nominated at the September Business Meeting prior to the Annual meeting, or can be nominated from the floor at the Annual Meeting. Election of each Director shall be by secret ballot unless there is only one candidate for that office. Any other Directors determined necessary or desirable by the Directors may be elected by the membership.

Section 17 – Board Vacancies -

In the event of a vacancy or resignation that shall occur under any circumstances in any of said offices, the duties will be performed by the remaining directors until the vacant office shall be filled by an election or the President may appoint a member in good standing to fill out the remainder of the term. One person shall not hold more than one office on a permanent basis.

Section 18. Resignation and Removal -

Any Director may resign by delivering a written resignation to the corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office by the affirmative vote of a two-thirds (2/3) of the members present at a meeting where a quorum is present and after due notification thereof.

Section 19. Action by Consent - Directors

Any action by the Board of Directors, or any committee, may be taken without a meeting if a written consent thereto is signed by all the directors or all the members of the applicable committees and filed with the records of the meetings of the Board of Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 20. Non-Voting Members -

The Directors may create classes of non-voting membership such as honorary members, associate members, friends, alumni and the like, and may elect persons to those classes for such terms and on such conditions as the Board of Directors determine and may assign to such persons such responsibilities, duties and privileges as the Directors determine. Persons elected as non-voting members shall not be members for the purposes of these By-laws and shall have no votes at any meetings.

Section 21. Committees -

- a) The Board of Directors shall appoint an audit committee to review the annual financial status of the Society and present said findings to the Society at the annual meeting of each year.
- b) The Board of Directors may appoint such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fund raising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the Corporation, and may delegate such powers and duties thereto as the Board of Directors may deem advisable to the extent permitted by law. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the appointed members of such committee.

ARTICLE V

Indemnification of Directors and Officers

Section 1. Indemnification -

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk public relations coordinator or other officer of the corporation or who at the request of the corporation may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved. By reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full board of directors authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter *as to* which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification. Such indemnification may, to the extent authorized by the board of directors of the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such

action or proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment. The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this article, and each director and officer of the corporation approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of the Directors who are not at the time parties to the proceeding or (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full board of directors then in office; or

(iii) the directors have otherwise acted in accordance with the "standard of conduct" applied to directors under Chapter 180 of the – Massachusetts General Laws, as amended; or

(iv) a court having jurisdiction shall be approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this article shall affect any rights to indemnification to which corporation employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

This article, as amended, constitutes a contract between the corporation and the Indemnified Officers. No amendment or repeal of the provisions of this article which adversely affects the right of an Indemnified Officer under this article shall apply to that Indemnified Officer with respect to the act or omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

ARTICLE VI

Miscellaneous Provisions

Section 1. Execution of Instruments -

All contracts, bonds, notes, checks and other instruments authorized to be executed by an officer of the Corporation on its behalf shall be signed by the President or the Treasurer except as the Directors may generally, or in particular cases, otherwise determine. All deeds and leases to be executed by the President and Treasurer.

Section 2. Voting of Securities -

Except as the Board of Directors may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

Section 3. Corporation Records -

The original or attested copies of the Articles of Organization, By-laws and records of all meetings of the Corporation and Directors shall be kept in Massachusetts at the principal office of the Corporation or of the Secretary, but such corporate records need not all be kept in the same office.

Section 4. Definitions-

All references in these By-Laws to the Articles of Organization and to these By-laws shall be deemed to refer, respectively, to the Articles of Organization and the By-laws of the corporation as amended and in effect from time to time.

**ARTICLE VII
Amendment of By-laws**

Section 1. Amendment –

These By-laws may at any time be amended or repealed, in whole or in part, by an affirmative vote a majority of the Board of Directors and two thirds of the members present at a Special meeting, provided that the substance and text of any proposed change has been stated in the notice of the meeting at which such action is to be taken.