

Bylaws of the
ORANGE COUNTY ASTRONOMERS
A California Corporation
Revised January 2000

ARTICLE I
General Provisions

Section 1. Principal Office

The principal office of the corporation shall be located at P O Box 1762, Costa Mesa, California, in the county of Orange. The location of the principal office may be changed by a two-thirds vote of the Board of Trustees.

Section 2. Membership

Subject to the provisions of Article II of these bylaws, a person shall be considered to be a member of the Orange County Astronomers, with all rights and privileges given thereto, following payment of annual membership fees or obtaining a life membership. Membership fees shall be determined annually by the Board of Trustees.

Section 3. Board of Trustees

Subject to the provisions of the Articles of Incorporation of this corporation and Article IV, Section 1 of these bylaws, the number of trustees of the corporation shall be eleven.

Section 4. Annual Meeting of Members

The annual meeting of members shall be held at 7:30 pm on the second Friday of the month of January of each year.

Section 5. Regular Meetings

Regular meetings of the members shall be held on the second Friday of each month.

Section 6. Meetings of the Board of Trustees

Regular meetings of the Board of Trustees shall be held at least every other month, or as determined by a majority vote of the Board.

ARTICLE II
Membership

Section 1. Active Membership

An active member is one who qualifies for membership under the categories described in the following sections of this Article.

Section 2. Regular Membership

A person not qualifying for another class of membership shall be considered a regular member of the corporation for one year upon payment of the membership fees as provided for in Article I, Section 2. A regular member is entitled to nominate candidates and to vote in elections for trustees and other issues, and is entitled to the usage of the real and personal properties of the corporation, subject to the standing rules set down by the Board of Trustees to govern such properties.

Section 3. Special Membership

An applicant or member who is under sixteen years of age at the time his or her fees are paid, or who is a full-time student regularly enrolled in an educational institution, or who is retired from active employment shall be considered a special member, if they elect to be placed in this class. Any educator who is a member of a state accredited educational institution may be a member of the Orange County Astronomers at a special discounted rate to be set by the Board of Directors and Trustees. The purpose is to expand the special member class to include educators promoting astronomy.

Section 4. Star Membership

An active member at least eighteen years of age shall be considered a Star Member provided he or she (a) pay a one-time Star Membership fee, as determined by the Board of Trustees; (b) maintain active membership status; (c) agree to other responsibilities and privileges of this category of membership, as provided in the Observatory Policy approved by the Board of Trustees.

Section 5. Life Membership

An active member or applicant shall be considered a Life Member upon payment of a one-time Life Membership fee. Charter members shall also be considered Life Members. Life Members shall be entitled to all privileges active membership.

Section 6. Family Membership

A person qualifying for membership in any of the above categories may choose to add his or her family members to the club membership by payment of a fee determined by the Board of Trustees. Persons with such memberships are entitled to all privileges of membership as otherwise stated in these bylaws.

ARTICLE III Meetings of Members

Section 1. Place of Meetings

a. Except as otherwise provided by law, the annual meeting and all regular meetings shall be held at a place designated by the Board of Trustees. Notification of the location of such meetings will be provided in the official newsletter of the corporation, the *Sirius Astronomer*.

b. The date, time, and location of the meetings of the Board of Trustees shall be determined by the president, with consent of a majority of board members. Board members shall be notified no less than seven days in advance of a change in the date, time, or location of a regular meeting of the board. Notification may be made in writing, or by personal contact.

Section 2. Annual Meeting

The annual meeting of members shall be held at the time and place provided for in Article I, Section 4, and Article III, Section 1. At such meeting, subject to the provisions of Article VI, elections for trustees shall take place, and any other business which is within the powers of members may be transacted.

Written notice, other than that provided for in Section 1, is hereby dispensed with, except that action shall not be taken on any of the following proposals unless written notice of the general nature of the business or proposal has been given, as in the case of a special meeting: (a) A proposal to sell, lease, convey, exchange, transfer or otherwise dispose of all of the property or assets of the corporation, except action involving a mortgage, deed of trust, pledge, or other hypothecation of all or any part of the corporation's real or personal property, subject to the provisions of section 3900 of the California Corporations Code; (b) A proposal to merge or consolidate with another foreign or domestic corporation; (c) A proposal to amend the Articles of Incorporation of the corporation, except for the purpose of extending the term of the corporate existence; (d) A proposal to wind up and dissolve the corporation.

Section 3. Special Meetings

a. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time, by the president, by the vice president, by the Board of Trustees, or by fifteen percent (15%) of the number of members qualified to vote. Notice of such special meetings shall be given to each member entitled to vote, not less than seven days before each meeting, either personally or by mail, charges prepaid, addressed to such member at his or her address appearing on the books of the corporation. If a member gives no address, notice shall be deemed to have been given to him or her if published at least once in some newspaper of general circulation in the county in which the principal office of the corporation is located. Such notices shall specify the place, date and time of such meetings.

b. Special meetings of the Board of Trustees, for any purpose or purposes whatsoever, may be called at any time by the president, or if he or she is absent or unable or refuses to act, by the vice president, or by a majority of the trustees. Written notice of the time and place of special meetings shall

be delivered personally to each trustee, or sent to each trustee by mail or by other form of written communication, charges prepaid, addressed to him or her at his address as it is shown on corporate records. Such notices shall be sent or mailed at least forty-eight hours prior to the time of the meeting. Such notice as above provided shall be due legal and personal notice to such trustee.

Section 4. Quorum

a. The presence in person of fifteen percent (15%) of the members qualified to vote shall constitute a quorum for the transaction of business. The members present at a meeting at which a quorum is present may continue to do business until the withdrawal of enough members to leave less than a quorum.

b. In meetings of the Board of Trustees, six trustees shall constitute a quorum. Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees, unless a greater number be required by law or by the Articles of Incorporation.

Section 5. Action Without Meeting

Any action which, under any provision of the California General Corporation Law, may be taken at a meeting of the members, except approval of an agreement for merger or consolidation of the corporation with other corporations, may be taken without a meeting, if authorized by a writing signed by all of the persons entitled to vote upon such an action at a meeting, and filed with the secretary of the corporation.

ARTICLE IV Board of Trustees

Section 1. Number and Qualifications of Trustees

As provided for in Article I, Section 3 of these bylaws, the number of trustees shall be eleven. These shall consist of the president, the vice president, the secretary, the treasurer, and seven trustees at large. The designated offices can be changed by a two-thirds vote of the Board of Trustees. The total number of trustees can be changed by amendment of the Articles of Incorporation, by the provisions therein.

Each trustee shall be at least eighteen years of age at the time of taking office, shall be a member in good standing, with membership fees paid prior to and throughout the term of office, and shall have been a member of the corporation for one year prior to taking office.

Section 2. Powers

Subject to limitations of the Articles of Incorporation, of these bylaws, and of the California General Corporation Law as to the action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Trustees. Powers shall expressly include the following:

First: To prescribe such powers and duties for the officers, committee chairpersons, and other functionaries, as may be consistent with the law, the Articles of Incorporation, and these bylaws. To select and remove all officers, committee chairpersons, and other functionaries of the corporation, with the exception of the president, vice president, secretary, and treasurer, who, pursuant to Section 5213 B and C of the Corporation Code of California, will be elected by popular vote of the membership, and who will then assume the duties and responsibilities of their offices in addition to those prescribed for trustees in these bylaws.

Second: To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations for it that are consistent with the law, the Articles of Incorporation, and these bylaws.

Third: To change the principal office from one location to another within the same county; to designate the place of general and Board of Trustee meetings; to adopt, make and use a corporate seal.

Fourth: To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

Section 3. Election and Term of Office

As provided for in Article VI of these bylaws, the trustees shall be elected at each annual meeting of members. All trustees shall hold office until their respective successors are elected, and the election results announced.

Section 4. Vacancies

Vacancies in the Board of Trustees may be filled by a majority of the remaining trustees, though less than a quorum, or by a sole remaining trustee, and each trustee so elected shall hold office until his successor is elected at an annual or special meeting of the members. A vacancy shall be deemed to exist in the event of death, resignation or removal of any trustee, or if the authorized number of trustees be increased, or if the members fail to elect the full authorized number of trustees at any election.

The members may elect a trustee or trustees at any time to fill a vacancy not filled by the trustees.

No reduction in the authorized number of trustees shall have the effect of removing any trustee prior to the expiration of his regular term of office.

Section 5. Fees and Compensation

Trustees and members of committees may receive such compensation for their services and reimbursement for expenses as may be determined by resolution of the board.

Section 6. Action Without Meeting

Any action which, under provision of the California General Corporation Law, may be taken at a meeting of the board, except approval of an agreement for merger or consolidation of the corporation with other corporations, may be taken without a meeting. Prior to an action without a meeting, all board members must be contacted, and all must authorize such action.

Section 7. Removal and Resignation

Any elected officer or trustee may be removed, either with or without cause, by the members at any regular or special meeting. Any elected or appointed officer or committee chairperson or other functionary may be removed from their office or position, either with or without cause, by a majority of the entire Board of Trustees.

An officer or trustee may resign at any time by giving written notice to the board of directors or to the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V Officers

Section 1. General Considerations

All officers are considered also to be trustees of the corporation and are subject to the provisions set forth in Article IV of these bylaws.

Section 2. Qualifications

Candidates for president, vice president, secretary and treasurer must meet eligibility requirements for trustees, as provided in Article IV, Section 1. Candidates for president and vice president must be current board members, or have served not less than one year as a member of the board of trustees, prior to election to office.

Section 3. President

The president shall be the chief executive officer of the corporation, and shall, subject to the control of the Board of Trustees, have general supervision, direction, and control of the business and officers of the corporation. He or she shall preside at meetings of the members, and, unless a Chairman of the Board is chosen, shall preside at the meetings of the Board of Trustees. He or she shall be ex-officio a member of all committees. The president may not vote in matters of the Board of Trustees, except in the event of a tie vote, or unless a Chairman pro tem of the meeting has been chosen.

Section 4. Vice President

The vice president shall conduct all duties and responsibilities as prescribed by the Board of Trustees for that office. In the absence of the president, he or she shall perform the duties of the president, and when so acting shall have all the powers of, and be subject to the restrictions of the president.

Section 5. Secretary

The secretary shall keep a book of minutes of all meetings of the Board of Trustees, and a record of all such meetings and meetings of members. He or she shall keep a register of the members, with name, address, date and type of membership fee received for all members. He or she shall give or cause to be given, notice of all the meetings of the members and of the Board of Trustees, as required in the bylaws, shall keep custody of the seal of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

Section 6. Treasurer

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. The books of account shall at all reasonable times be open to inspection by any trustee or member.

The treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Trustees. He or she shall disburse funds of the corporation as may be ordered by the board, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

ARTICLE VI Elections

Section 1. Board of Trustees

The Board of Trustees shall have the authority to determine all matters of election procedure not specifically set forth in the articles of bylaws, and not in conflict with the laws of this nation, state, or county, and provided that such does not prevent the obtaining and maintenance of tax exempt status under California and federal law.

Section 2. Timing of Elections

Regular elections for officers and trustees shall take place at the annual meeting. Special elections may take place at any time determined by the Board of Trustees.

Section 3. Eligibility

A person at least sixteen years of age, who has paid membership fees no less than three days prior to the date of an election shall be considered eligible to vote in that election. A record date other than the third day before elections may be set by the Board of Trustees. Such change in record date must be published in the *Sirius Astronomer* not less than thirty days prior to the election date. The secretary of the corporation shall publish a list of those qualified to cast votes in each election. Each member is entitled to one vote.

Section 4. Nominations

Nominations for an election will open at a date and time determined by the Board of Trustees. Nominations may be taken from the floor at a regular meeting held during which time nominations are open, or may be received in writing by the election committee prior to the closure of nominations. Nominations will be closed by announcement at the regular meeting preceding the annual meeting.

Section 5. Absentee Ballots

a. Members not able to attend the January annual meeting at which regular elections are held may vote by absentee ballot. The absentee ballots will be distributed to all members in the January *Sirius Astronomer*, or, by December 20 preceding the election, made available by request made to the Election Committee. Election procedures, especially those pertaining to absentee ballots, shall be published in the December *Sirius Astronomer* each year.

b. Each voting member must submit the absentee ballot in a separate, signed envelope, to the address designated each year by the Board of Trustees, no later than 5:00 pm of the second Friday of January.

Section 6. Election Committee

The Election Committee shall consist of persons not nominated for office. The Election Committee will be selected at a board meeting prior to the December regular meeting. Each year, following the close of nominations at the December regular meeting, the first order of business of the Election Committee shall be to create a ballot and present it in final form to the editor of the *Sirius Astronomer* by December 20. Absentee ballots and ballots received in person at the January regular meeting will be verified and tabulated by the Election Committee.

Section 7. Taking Office

All ballots shall be verified and tabulated, and the results announced to the public by way of the Starline within two weeks following the election. All candidates will be notified of the results of the election by the Election Committee prior to any public announcement. Persons elected as officers or trustees shall ascend to the rights, duties, and privileges of office immediately after the public announcement.

The newly elected trustees and the previous trustees will meet in joint session prior to the first regular meeting following the election.

Section 8. Inspectors of Election

The Board of Trustees may appoint persons other than the nominees for office as inspectors of election. The number shall be one or three inspectors. The duties of such inspectors shall be as prescribed by section 2233 of the Corporations Code of California and shall include: determining the existence of a quorum or majority; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining the result; and such acts as may be proper to conduct the election or vote with fairness to all members.

ARTICLE VII Miscellaneous

Section 1. Inspection of Corporate Records

The membership register or duplicate membership register, the books of account and minutes of the proceedings of the members and directors and other committees shall be open to inspection upon written demand of any member at a reasonable time, and shall be exhibited at any time when required by the demand of ten percent (10%) of the membership represented at any regular meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand of inspection other than at a regular meeting shall be made in writing upon the president or secretary.

Section 2. Checks and Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons, and in a manner as, from time to time, shall be determined by resolution of the Board of Trustees.

Section 3. Annual Report

The annual report to shareholders referred to in Section 3006 of the Corporations Code of California is expressly dispensed with, but nothing herein shall be interpreted as prohibiting the Board of Trustees from issuing such reports.

Section 4. Contracts

The Board of Trustees, except as otherwise provided in the bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Trustees, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 5. Proof of Membership

All persons who can demonstrate to a majority of the members of the Board of Trustees that they have paid the membership fee or obtained a Life membership and fulfilled the other requirements of these bylaws for membership shall be members. The register of members shall be prima facie evidence of membership in the Corporation.

Section 6. Inspection of the Bylaws

The Corporation shall keep in its principal office for the transaction of business the original or a copy of the bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at reasonable times.

Section 7. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definition contained in the California General Corporation Law shall govern the construction of bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

ARTICLE VIII Amendments

Section 1. Power of Members

New bylaws may be adopted or these bylaws may be amended or repealed by a simple majority of members entitled to vote, or by the written assent of such members, except as otherwise provided by law or by the Articles of Incorporation.

Section 2. Power of Trustees

Subject to the right of members, as provided in Section 1, to adopt, amend or repeal bylaws, other than a bylaw or amendment thereof which changes the authorized number of Trustees, any bylaw may be adopted, amended, or repealed by the majority of the Board of Trustees.