

DVAA BY-LAWS

Adopted December, 1992

UPDATED DECEMBER, 2015

ARTICLE I: NAME AND PURPOSES

Section 1.1 Name. The name of the corporation is: Delaware Valley Amateur Astronomers.

Section 1.2 Purposes. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, and the corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The nature of the activities to be conducted, and the purposes to be promoted or carried out by the corporation, shall be exclusively those within the purview of Section 501 (c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent tax laws of the United States. Consistent with the foregoing, the purposes of the corporation shall be:

1. To aid and encourage amateur astronomers in observation and scientific research projects.
2. To encourage cooperation and the exchange of ideas among amateur astronomers.
3. To interest and educate the general public in the science of astronomy.
4. To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania.

Section 1.3 Restrictions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. Except as may be permitted under the provisions of Section 501 (h) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States, no substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. Any other provision of these Articles of Incorporation to the contrary notwithstanding, the corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal

Income Tax under Section 501 (a) and Section 501 (c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent tax laws of the United States; or (b) by a corporation, contributions to which are deductible under Section 170(a) and Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent tax laws of the United States. These Articles of Incorporation shall not be altered or amended in derogation of the provisions of this Article 1.

Section 1.4 "Private Foundation" Provisions. In the event the corporation is, or in the future may become, a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States.
2. The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States.
3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States.
4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States.
5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States.

ARTICLE II: MEMBERS AND MEMBERSHIP

Section 2.1 Classes of membership. There shall be six classes of membership: (i) Regular; (ii) Junior; (iii) Contributing; (iv) Honorary; (v) Corporate; and (vi) Family.

1. Regular Members. Regular Members shall be those Members over the age of 18 years whose dues are not in arrears.
2. Junior Members. Junior Members shall be those Members between the ages of 12 years and 17 years whose dues are not in arrears.
3. Contributing Members. Contributing Members shall be those Members who choose to make larger financial contributions by paying dues in such amount as

shall be set by the Board of Directors, at a rate higher than that set for Regular Members.

4. Honorary Members. Honorary Members shall be individuals who have contributed a significant, sustained, or outstanding contribution to the corporation or the science of astronomy. Such status is to be granted only upon unanimous approval of the Board of Directors.
5. Corporate Members. Corporate Members shall be those business entities or corporations which shall apply for corporate membership and which have paid dues in such amount as shall be set by the Board of Directors, at a rate higher than that set for Contributing Members.
6. Family Members. Family Members shall consist of no more than two adults and their dependents, residing together as a single household.

Section 2.2 **Privileges of Members.**

1. Regular Members shall have the following privileges:
 1. To attend all meetings and events of the corporation.
 2. To have one (1) vote at each election and/or issue.
 3. To be nominated for and hold elected office after at least one (1) year's membership.
 4. To be appointed to committees.
2. Junior Members shall have the following privileges:
 1. To attend all meetings and events of the corporation.
 2. To have one (1) vote at each election and/or issue.
3. Contributing Members shall have the following privileges:
 1. To attend all meetings and events of the corporation.
 2. To have one (1) vote at each election and/or issue.
 3. To be nominated for and hold elected office after at least one (1) year's membership.
 4. To be appointed to committees.
4. Honorary Members shall have the following privileges:
 1. To attend all meetings and events of the corporation.
 2. Life membership.
 3. Honorary Members shall not be entitled to vote.

5. Corporate Members shall have the following privileges:
 1. To attend all meetings and events of the corporation.
 2. Corporate Members shall not be entitled to vote.
6. Family Members shall have the following privileges:
 1. For all persons over 17 years to the privileges of membership granted to Regular Members.
 2. For all persons between 12 years and 17 years, to the privileges of membership granted to Junior Members.
7. All classes of membership shall be permitted to attend and speak at the Annual Business Meeting and any Special Business Meeting after recognition by the presiding officer.
8. No Member shall provide access to the corporation's membership lists for commercial use.

Section 2.3 Dues.

1. All dues shall be renewable on a yearly basis on a schedule set by the Board of Directors.
2. The membership and privileges of any Member who is more than thirty (30) days delinquent in the payment of dues may be terminated, and no publications shall be sent to such Members.
3. Dues for each class of membership shall be fixed from time to time by the Board of Directors.

ARTICLE III: MEETINGS

Section 3.1 Location of Meetings. All meetings of the corporation shall be held at such places, either within or without the Commonwealth of Pennsylvania, as the Board of Directors may from time to time determine.

Section 3.2 Annual Business Meeting. There shall be an Annual Business Meeting of the corporation, to be held during the month of December each year at a time and place to be determined by the Board of Directors. The election of Officers, and the elected Member-at-large shall take place at the Annual Business Meeting, and at least fourteen (14) days written notice of the Annual Business Meeting shall be given to all Members by the Secretary.

Section 3.3 Special Business Meetings. Special business meetings of the corporation may be called at any time by the President, or the Board of Directors, or ten percent (10%) of the Members, upon written request delivered to the Secretary. Upon receipt of such request, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than sixty (60) days thereafter. If the Secretary shall neglect or

refuse to fix the date of the meeting, the person or persons calling the meeting may do so.

Section 3.4 Notice. Written notice of any Special Business Meeting, stating the place, the date, the hour and the general nature of the business to be transacted shall be given to each Member of record entitled to vote thereat such address as appears on the books of the corporation, at least fourteen (14) days before such meeting, unless a greater period of notice is required by statute in a particular case. No business other than that stated in the call shall be transacted at any Special Business Meeting.

Section 3.5 Quorum. Except as otherwise provided by statute or by the Articles of Incorporation or these By-laws seven percent (7%) of the Members of the corporation entitled to vote, shall constitute a quorum for the transaction of business at any meeting of the corporation. When a quorum is present at any meeting, the vote of a majority of the Members having voting powers, present in person, shall decide any questions brought before such meeting, unless the question is one which, by express provision of statute or of the Articles of Incorporation or of these By-laws, a different vote is required. In such a case the express provision shall govern and control the decision of such question.

Section 3.6 Order of Business. The order of business at all Business Meetings of the corporation shall be: Reading of Minutes from last meeting President's Report. Treasurer's Report. Reports of Standing Committees Reports of Special Committees Election of Officers and Directors (Annual Business Meeting only). Unfinished Business. New Business Adjournment.

Section 3.7 Suspension of Order of Business. The order of business may be suspended only on the vote of two-thirds of the Members present and voting.

Section 3.8 Rules of Order. The rules contained in Roberts Rules of Order (current edition) shall govern the conduct of meetings of the corporation in all cases to which such Rules are (i) applicable and (ii) not inconsistent with these By-laws.

Section 3.9 Voting Rights. At any Business Meeting of the corporation, each Member as set forth shall have one vote, except as otherwise provided in Section 2.2 of these By-laws.

Section 3.10 Non-Business Meetings. The Board of Directors may set a schedule of non-business meetings that will be open to

1. members
2. both the membership and the general public.

No official notice or quorum shall be required. The order of the meeting shall be at the discretion of the President or other officer presiding at the meeting. The rules contained in Roberts Rules of Order shall not be applied to discussion or any other activities at these meetings. No corporation business shall be conducted at non-business meetings. The Annual Business Meeting and any Special Business Meeting may be held at the same time and place as a non-business meeting, provided that all necessary requirements for such meetings have been met.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 Duties. The property, affairs and business of the corporation shall be managed by the Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited or reserved to the Members by statute, by the Articles of Incorporation or by other provisions of these By-laws.

Section 4.2 Composition. The Board of Directors shall consist of the following persons: (i) the President, ex officio; (ii) the Vice-President, ex officio; (iii) the Secretary, ex officio; (iv) the Treasurer, ex officio; (v) the Program Committee Chairperson, ex officio; (vi) the Observing Committee Chairperson, ex officio; (vii) the Welcoming Committee Chairperson, ex officio; (viii) the Sales Committee Chairperson, ex officio; and (ix) an elected Member-at-large. Honorary Directors may be elected by the Board of Directors and shall be individuals from the scientific and business community. Honorary directors shall have no vote and shall act only in an advisory capacity to the corporation. The directors shall be natural persons of full age and need not be residents of Pennsylvania or Members of the corporation.

Section 4.3 Qualifications. Each nominee for election to the position of Officer, Committee Chairperson or Member-At-large:

1. Shall have been a Regular or Contributing member for at least (a) one (1) year for elected office, and (b) thirty (30) days for Committee Chairperson.
2. Shall be at least 18 years of age.
3. Shall live within a 50 mile radius of Philadelphia.
4. Shall at time of nomination, be a Member in good standing.

Section 4.4 Meetings of the Board of Directors. The meetings of the Board of Directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting. The Board of Directors shall meet two times a year in formal session, such meetings to be held at the call of the President. Additional meetings may be called by the President. In the event of a Special Meeting called by the President, all Directors shall receive at least 7 days written notice of such meeting.

Section 4.5 Quorum. At all meetings of the Board a majority of the Directors in office shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise provided by statute or by the Articles of Incorporation or by these By-laws.

Section 4.6 Voting. Each member of the Board of Directors shall have only one (1) vote in all matters before the Board regardless of how many positions or titles the person shall hold. Honorary Directors shall act in an advisory role only and shall not have a vote.

ARTICLE V: NOMINATIONS AND ELECTIONS

Section 5.1 Nominating Committee. The President shall appoint a Nominating Committee Chairperson who will select the Committee consisting of Members in good standing only. The Nominating committee shall select one or more nominees for each elected office and the Member-At-Large. The Committee Chairperson shall submit a report to the President by the October meeting. The Nominating Committee will solicit nominations from the floor and official nominations shall be closed as of adjournment of the October meeting. The Nominating Committee shall for each nominee:

1. Determine that the nominee is qualified to serve, according to these By-laws.
2. Determine that the nominee agrees to serve, if elected.
3. Solicit a written statement from each nominee to be included, along with biographical information, with the mailed ballots. The Election Committee shall determine the length of the statement and issues to be addressed .

A list of qualified nominees shall be submitted to the President no later than October 20th.

Section 5.2 Notice of Nominations. Ballots shall be sent by first class postage or email to all Members in good standing and with voting privilege, along with the Notice of the Annual Meeting, at least fourteen (14) days prior to the Annual Meeting. Only ballots delivered to the Secretary by mail or by hand at or prior to the Annual Meeting, and before the votes are tallied, shall be counted.

Section 5.3 Conduct of Elections. The Nominating Committee Chairperson, or a member of the Committee designated by the Chairperson, shall conduct the elections and announce the final total for each office. The elections for each office and the Member-At-Large shall be conducted separately in the following order: President, Vice-President, Secretary, Treasurer, and Member-At-Large. The Officers and Member-At-Large shall be elected by a majority vote, cast on official ballots at each election. If necessary, a runoff vote shall determine an election.

ARTICLE VI: OFFICERS

Section 6.1 Number and Title. There shall be four Officers of the corporation: a President, a Vice- President, a Secretary, and a Treasurer.

Section 6.2 Term of Office. The terms for the elected officers and the Member-At-large shall be as , follows:

1. For one (1) year or until succeeded.
2. No Officer or Member-At-large may serve more than three (3) consecutive terms in the same office.
3. Each term shall begin at the adjournment of the meeting at which the elections were held.

4. Any Officer, Member-At-large, or appointee may be removed from office for cause by a two-thirds (2/3) majority of the votes cast in a recall election called by the Board of Directors, provided that notification to remove said person, together with reasons therefore, shall have been given by first class postage or email to said person and the Board of Directors in the call for such action not less than thirty (30) days prior to the date of such recall election. A majority vote of the Board of Directors shall be required to initiate proceedings. Ballots shall be sent by first class postage or email to all members in good standing and with voting privilege, at least fourteen (14) days prior to the recall election. Only ballots received by the Board of Directors by first class postage or email prior to the recall election meeting or hand delivered at the meeting, before the votes are tallied, will be counted. The Board of Directors shall designate a member of the Board to conduct the recall election and announce the final results.

Section 6.3 President. The President shall be the chief executive officer of the corporation. The President shall have general charge and supervision of the business and affairs of the corporation. The President shall have the power to sign and execute and terminate all contracts, deeds, obligations, and other legal instruments in the name of the corporation. The President may call the Board of Directors to session by mail or telephone. A majority vote of the Board of Directors shall be required to overrule decisions of the President. The President shall preside over all meetings of the corporation and the Board of Directors, and shall have a vote on all issues. The President shall appoint the Astronomical league Correspondent (ALCOR). The President shall also appoint Committee Chairpersons for all Standing and Special Committees. The Committee Chairpersons and the ALCOR shall serve at the discretion of the President and may be removed or replaced by the President at any time; provided that all appointments of Committee Chairpersons and the ALGOR made by the President must be approved by a majority of the four elected Officers and the Member-At-large. The president shall be an ex officio member of all Committees except the Nominating Committee. The President shall have general charge and supervision of the Program Chairperson, Observing Chairperson, Welcoming Chairperson and Sales Chairperson.

Section 6.4 Vice-President. The Vice-President shall assist the President in the discharge of the President's duties and shall perform the duties of President in the event of absence, death, disability, or resignation of the President. A majority vote of the Board of Directors shall be required to overrule the Vice-President's decision. The Vice President shall coordinate and promote, with the sanction of the Board of Directors, the activities of the corporation.

Section 6.5 Secretary. The Secretary shall record, distribute, and preserve the minutes of the corporation and edit and distribute the monthly newsletter in a timely manner. The Secretary shall handle such correspondence as may be necessary or appropriate to the corporation's operation.

Section 6.6 Treasurer. The Treasurer shall receive all dues and other money due the corporation and shall keep proper books of account of all monetary transactions. The

Treasurer shall place all funds of the Corporation in a repository or repositories approved by the Board of Directors and shall present to the Board of Directors or President, at such times as they may require it, an account of the corporation's financial transactions during the period since the last such report and an account of the financial condition of the corporation. In addition, the Treasurer shall prepare a written financial statement showing all of the corporation's assets, liabilities, income, and expenses for the twelve (12) month period from December 1st to November 30th. This report shall be presented to the Board of Directors prior to the December annual business meeting and copies shall be made available to the membership within thirty (30) days following such meeting. The Treasurer shall sign all checks in the name of the corporation on bills approved by the President for amounts up to and including two hundred fifty dollars (\$250.00) and for larger amounts when authorized by the Board of Directors.

Section 6.7 Vacancies. Upon the occurrence of a vacancy in any elected office of the corporation, that vacancy shall be filled by a person appointed by the then serving Board of Directors. The member appointed must meet all normal qualifications for that office and shall complete the unexpired term for the vacant position.

ARTICLE VII: COMMITTEES

Section 7.1 Establishment. The Committees of the corporation shall be the Standing Committees provided for in Section 7.4 of these By-laws and such Special Committees as may from time to time be established by the Board of Directors.

Section 7.2 Composition. Each Committee shall consist of a Chairperson and such additional members as may be appropriate, who shall be appointed by the President. All such appointments shall expire at the adjournment of the meeting at which elections for offices are held.

Section 7.3 Duties. Any matter that arises between meetings of the Board of Directors and which requires attention or investigation, shall be acted upon by the Committee under whose supervision it would normally fall as indicated by the title of such Committee. Matters which are brought up at meetings of the Board of Directors, and which, in the judgment of a majority of the Board of Directors requires investigation shall be referred to the proper Committee. The chairperson of each Committee shall make a report, at each meeting of the Board of Directors, of the activities of the Committee since the last preceding meeting of the Board of Directors.

Section 7.4 Standing Committees. The Standing Committees of the corporation shall be the following.

- 1. Program Committee. Recommends and arranges programs for the Annual Business Meeting and any other business and non-business meetings of the corporation.**
- 2. Observing Committee. Plans observing sessions and other observing related activities for members of the corporation as well as the public.**

3. Welcoming Committee. Welcomes guests to meetings; promotes applications of those interested in becoming members; helps new members learn about programs and activities; handles hospitality related activities; provides for refreshments and room preparations at all business and non-business meetings of the corporation.
4. Sales Committee. Sells items of interest to amateur astronomers, coordinates group purchases, and other orders placed by members.

ARTICLE VIII: GENERAL PROVISIONS

Section 8.1 Fiscal Year. The fiscal year of the corporation shall be from December 1 through November 30.

Section 8.2 Property. The corporation may, with the approval of the Board of Directors, acquire and hold property of any description, real or personal, by gift, purchase, or otherwise.

Section 8.3 Not-for-Profit. The corporation shall be a not-for-profit organization.

Section 8.4 Dissolution. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Committee may determine. Any such assets not so disposed of shall be disposed of by the courts of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Section 8.5 Notices. Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these By-laws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by email to his mailing or email address appearing on the books of the corporation or, in the case of directors, supplied by him to the corporation for the purpose of notice. A notice of meeting shall specify the place, day and hour of the meeting. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE IX: INDEMNIFICATION

Section 9.1 Indemnification. The corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the corporation to procure a judgment in its favor) by reason of the fact that such person is or was a representative of the corporation, or is or was serving at the request of the corporation as representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, upon a determination in the specific case that such indemnification is proper in the circumstances because such person has met the applicable standard of conduct as set forth in the Pennsylvania Nonprofit Corporation law, 15 Pa. S. Section 7741-7742 (or any corresponding successor statute or provisions).

Section 9.2 Insurance. The corporation may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons, to the full extent permitted under the Pennsylvania Nonprofit Corporation law, 15 Pa. S. Section 7747 (or any corresponding successor statute or provisions).

ARTICLE X: AMENDMENTS

Section 10.1 Amendments. Amendments to the By-laws may be proposed by the Board of Directors or by a petition submitted to the President containing the signatures of at least ten percent (10%) of the members in good standing with voting privileges.

Section 10.2 Copies. Copies of any proposed amendment shall be distributed to each Member having voting privileges, at least fourteen (14) days prior to the scheduled vote.

Section 10.3. Notices. Ballots shall be sent by first class postage or email to all members in good standing and with voting privilege, at least fourteen (14) days prior to the amendment vote. Only ballots received by the Board of Directors by first class postage or email prior to the amendment vote meeting or hand delivered at the meeting, before the votes are tallied, will be counted. The Board of Directors shall designate a member of the Board to conduct the amendment vote and announce the final results. A two-thirds (2/3) majority of the Members voting shall be required for adoption of the proposed amendment.