

BY-LAWS

OF

EUGENE ASTRONOMICAL SOCIETY, an Oregon Nonprofit Corporation

ARTICLE I: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This corporation's primary purpose shall be to promote astronomy to the public through such activities as holding public star parties and providing educational programs about astronomy to the public, schools and other organizations. It shall further be the purpose of this corporation to provide opportunities for members to meet and share amateur astronomy.

ARTICLE II: MEMBERS

Section 1. **Classes and Voting.** There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of this corporation.

Section 2. **Qualifications.** A person shall become a member of the corporation by payment of the annual membership dues. Members shall have one month after expiration of a membership to renew. Honorary memberships must be approved by a two-thirds vote of those members present at a meeting at which an honorary membership is proposed. All members shall provide an electronic mail address to the corporation, if available, for the purpose of receiving the newsletter and any notices of meetings that must be given by electronic mail.

Section 3. **Benefits of Membership.** Members may receive the corporation's newsletter, a membership card, and have access to all of the corporation's functions and equipment. Members shall be entitled to bring all family members living in the same residence to the corporation's functions and meetings. However, only the members shall be entitled to vote at meetings.

Section 4. **Dues.** The membership year runs from October 1 through September 30. Dues shall be renewed annually by the date of the October general meeting.

For new members joining the corporation after the end of the first month of the current fiscal year, dues shall be prorata reduced per full month elapsed since the start of the current fiscal year. The dollar amount for annual dues will be reviewed and set by the board annually. Payment of annual dues shall be considered as consent by a member to abide by the corporation's Articles and Bylaws.

Section 5. Representation. No member shall represent the corporation in an official capacity, nor make any financial obligations on behalf of the corporation, without prior approval of the Board of Directors. As a volunteer organization, the corporation is a non-commercial entity. Membership or service in the corporation shall not be used to further commercial endeavors, nor shall any commercial enterprise be permitted to use the corporation's name or logo in promotion of private enterprise. Members who act in an official capacity representing the corporation on a volunteer basis may be offered monetary or other compensation for their services. Compensation beyond reasonable expenses such as travel or other out-of-pocket expenses will not be allowed unless approved by the board. If compensation is received beyond a reasonable amount to cover expenses, it shall be considered a donation to the corporation and be forwarded to the secretary along with an accounting of the entire sum.

Section 6. Termination of Membership. Membership may be terminated by the Board of Directors after giving the member at least 15 days' written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 7. General Meeting. The membership shall meet monthly.

Section 8. Annual Meeting. The annual meeting of the members shall be held in October of each year.

Section 9. Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 10. Notice of Meetings. Notice of all of the meetings of the members shall be given to the members by posting such notices on the corporation's web page, www.eugeneastro.org. In the event a special meeting is called, notice of such meeting will be posted on the corporation's general email list at least 7 days before the meeting. Said notice shall include the date, time, place, and purposes of the special meeting.

Section 11. Quorum and Voting. Those votes represented at a meeting of members

shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently.

Section 12. **Proxy Voting.** There shall be no voting by proxy.

Section 13. **Action by Consent.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

ARTICLE III: BOARD OF DIRECTORS

Section 1. **Duties.** The affairs of the corporation shall be managed by the Board of Directors.

Section 2. **Number.** The number of Directors may vary between a minimum of three and a maximum of five.

Section 3. **Term and Election.** The term of office for Directors shall be two years. A Director may be reelected without limitation on the number of terms s/he may serve. The Board shall be elected by the members at the annual meeting of the members.

Section 4. **Removal.** Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

Section 5. **Vacancies.** Vacancies on the Board of Directors and newly created board positions may be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. **Quorum and Action.** A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. **Special Meetings.** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall

be delivered to each Director personally or by telecommunication or by mail not less than two days prior to the special meeting.

Section 9. **Meeting by Telecommunication.** Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can respond to each other.

Section 10. **No Salary.** Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. **Action by Consent.** Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be approved by a majority of current directors.

ARTICLE IV: COMMITTEES

Section 1. **Executive Committee.** The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. **Other Committees.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. **Composition of Committees Exercising Board Functions.** Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, a majority vote of all Directors in office at that time.

Section 4. **Quorum and Action.** A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5. **Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

ARTICLE V: OFFICERS

Section 1. **Titles.** The officers of this corporation shall be the President and Secretary.

Section 2. **Election.** The Board of Directors shall elect the President and Secretary to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. **Vacancy.** A vacancy of the office of President or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. **Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. **President.** The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. **Secretary.** The Secretary shall have overall responsibility for all recordkeeping and all corporate funds. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) keeping of full and accurate accounts of all financial records of the corporation; (e) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (f) disbursement of all funds when proper to do so; (g) making financial reports as to the financial condition of the corporation to the Board of Directors; (h) maintaining current and accurate membership lists; (i) the preparation and filing of all necessary documents with the appropriate governmental authorities, including but not limited to the corporation's annual report, income tax returns, registration with the Oregon Department of Justice, and other necessary filings; and (j) any other duties as may be prescribed by the Board of Directors.

ARTICLE VI: CONDUCT OF DIRECTORS AND OFFICERS

Section 1. **Standards of Conduct.** Directors and officers shall discharge their duties in their capacities as directors and officers in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the director or officer reasonably believes to be in the best interests of the corporation.

Section 2. **Conflicts of Interest.** A conflict of interest transaction is a transaction with the corporation in which a director or officer of the corporation has a direct or indirect interest. A director or officer of the corporation shall not be disqualified by the director's or the officer's office from contracting with the corporation as vendor, purchaser or otherwise; nor shall any contract or arrangement entered into by or on behalf of the corporation in which any director or corporation is in any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the director so interested, although such director may be counted toward a quorum; or such contract or arrangement shall have been approved or ratified by the affirmative action of a majority of the members of the corporation; and the interest shall have been disclosed or known to the approving or ratifying directors or members.

Section 3. **Limitations on Checks.** No officer, director or other person authorized by the Board of Directors to sign on the corporation's accounts shall have the individual authority to sign any check in excess of \$500.00. Any such check in excess of \$500.00 shall require the signatures of two authorized signers.

Section 4. **Limitations on Debts.** Neither the Board of Directors, nor any person authorized by the Board of Directors, shall have the authority to incur debt on behalf of the corporation in excess of \$750.00 without first obtaining an affirmative vote of the membership.

ARTICLE VII: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed only by an affirmative vote of the membership. Prior to amending or repealing the bylaws, the membership shall be given notice pursuant to Article II, Section 10, including the date, time and place of the membership meeting at which the proposed amendment or repeal of the bylaws is to be considered, together with the text of the proposal to be voted upon by the membership.

I, Jerry Oltion, certify that I am the duly elected, qualified, and acting secretary of Eugene Astronomical Society, an Oregon nonprofit corporation, and that the foregoing Bylaws were duly adopted by the Board of Directors of the corporation on the 10th day of November, 2008.

/s/ Jerry Oltion
Jerry Oltion, Secretary
Eugene Astronomical Society