

The American Association of Variable Star Observers

Bylaws

Adopted by the membership at the Annual Meeting on November 14, 2020.

ARTICLE I.

Offices

The principal office (Headquarters) of the Association will be located in the Commonwealth of Massachusetts. The Association may have such other offices, either within or without the Commonwealth of Massachusetts, as the Board may determine.

The Association will have and maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board. In the event the Secretary is a resident of the Commonwealth of Massachusetts, the Association will not need to maintain a registered agent.

ARTICLE II.

Members

Section 1. Classes of Members. There shall be three classes of membership in the Association: Members, Honorary Members and Organizational Members. The eligibility requirements and rights of each class of Members shall be as follows:

Members: Any individual who is interested in the advancement of variable star work and kindred subjects shall be eligible to become a Member. Upon application and payment of dues, in such amounts as shall be determined by the Board of Directors from time to time, such persons shall become Members. Members shall pay annual dues, may serve as officers or Directors of the Association, and are entitled to vote on Association affairs.

Honorary Members: The Board of Directors may elect any individual as an Honorary Member in recognition of such individual's distinguished contribution to astronomy. The Secretary shall notify such individual of his/her eligibility to

become an Honorary Member and he/she shall become so upon notifying the Secretary of acceptance. Honorary Members shall not be liable for the payment of dues and shall not be eligible to serve as an officer of the Association, but may serve on the Board of Directors and may vote on Association affairs.

Organizational Members: Corporations and other entities desirous of encouraging the work of the Association may become Organizational Members. Organizational Members do not pay dues, may not hold office or serve on the Board of Directors, and are not entitled to vote on Association affairs.

Section 2. Voting rights. Each Member and Honorary Member is entitled to one vote on each matter submitted to a vote of the Members. Members shall be entitled to vote to elect the elected Directors and on all other matters on which corporate members are entitled to vote under the nonprofit corporation laws of the Commonwealth of Massachusetts.

Section 3. Dues. The Board of Directors shall determine the dues for each class of Member. Dues notice will be sent at the end of the fiscal year for the following fiscal year. Changes in dues will be announced at the Annual Meeting of the Association. The Board may from time to time define subclasses of membership, which may have different annual dues. In exceptional cases, the Executive Director may exempt any Member from the obligation to pay dues during a limited period, if the Executive Director deems it to be in the best interest of the Association.

Section 4. Term and Termination of Membership. Members may continue as such for as long as they pay the required dues before the end of the calendar year, unless their membership is terminated by the Board. The Board, by affirmative vote of two-thirds of all of the members of the Board, may expel a Member, Honorary Member or Organizational Member if the Board determines, in its sole discretion, that it is in the interest of the Association to expel such Member. Upon termination of membership, a pro-rated amount of any pre-paid dues will be returned to the Member. Any Member whose membership is terminated for failure to pay dues may reapply for membership.

Section 5. Resignation. Any Member may resign by filing a written resignation with the Executive Director, but such resignation will not entitle the Member to a refund of any pre-paid dues.

Section 6. Transfer of membership. Membership in the Association is not transferable or assignable.

ARTICLE III.

Meetings of Members

Section 1. Annual meeting. An Annual Meeting of the Members will be held for the purpose of electing members of the Board and for the transaction of such other business as may come before the meeting. The day, place and time of the Annual Meeting shall be determined by the Executive Director in consultation with the Board. If the election of Board members is not held on the day designated for an Annual Meeting, it shall be held at the next special meeting of the Members as soon thereafter as convenient.

Section 2. Special meetings. Special meetings of the Members may be called by the President and Secretary whenever they may deem it expedient for the transaction of the business of the Association. A special meeting may also be called when a majority of members of the Board request such a meeting or when ten percent of the voting Members of the Association, who are not on the Board, request such a meeting.

Section 3. Place of meeting. The Board may designate any place, either within or without the Commonwealth of Massachusetts, as the place of meeting for any Annual Meeting or for any special meeting called. If no designation is made, or if a special meeting is otherwise called, the place of meeting will be the registered office of the Association.

Section 4. Notice of meetings. Written notices stating the place, day, and hour of any meeting of Members will be delivered personally or sent by mail or by other reliably documented means to each Member entitled to vote at such a meeting, not fewer than 21 or more than 50 days before the date of the meeting, by or at the direction of the Executive Director or Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail addressed to the Member at his/her address as it appears on the records of the corporation, with postage thereon prepaid. Whenever any 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 of the meeting stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Quorum. Twenty-five voting Members of the Association or ten percent of the combined voting Members, whichever is smaller, shall

constitute a quorum at any meeting of the Association. If a quorum is not present at any meeting of Members, a majority of the voting Members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. Members may not empower others to vote on their behalf at meetings of the Members, but Members may vote by written ballot delivered by mail or email. No ballot dated more than two months before the meeting named therein shall be valid and no ballot shall be valid after the final adjournment of such meeting.

Section 7. Manner of acting. At any meeting of Members at which a quorum is present, the vote of a majority of those voting Members present shall decide any matter, unless a greater vote is specified in these Bylaws or by law.

ARTICLE IV.

Board of Directors

Section 1. Authority. The business and affairs of the Association shall be controlled and governed by the Board, which shall have the right to exercise all powers of the Association that are not expressly reserved to the Members of the Association by law or by these Bylaws.

Section 2. Number, composition, term, and term limits. The Board of Directors will consist of nine elected Directors plus a slate of ex officio Directors including the current President, one or more current Vice-Presidents, the current Secretary, the current Treasurer, the current Executive Director, and the most recent past President, who shall automatically become a member of the Board for a period of one year following his/her retirement from office. Board members must be members of the organization. The Board may, with a majority vote of the full Board, appoint the most recent past Executive Director to be a member of Board for a period of one year immediately following his/her retirement from office. Ex officio Board members shall have all the powers and privileges of elected Directors. The elected Directors shall be elected by the Members at the Annual Meeting. Elected Directors shall serve three-year terms, and such terms shall be staggered such that at each Annual Meeting the Members shall elect three Directors. The elected Directors may serve two consecutive terms and may not run again for election as a Director until two years after their last service on the Board.

Section 3. Nominating Committee and election of the elected Directors. A Committee of three voting Members of the Association, other than Board members, shall be appointed by the President following each Annual Meeting of

the Association, to nominate not fewer than five, nor more than six candidates for membership on the Board. The Board approves the final candidate list which is voted upon at the Annual Meeting. (Note members may vote ahead of the meeting – reference Article III, Section 6.) Each Member may vote for up to three candidates. The three candidates with the most votes shall become Board members. In the event multiple candidates for the third spot have equal numbers of votes, the President shall decide which candidate shall be elected to the Board.

Section 4. Regular meetings. An Annual Meeting of the Board shall be held within one week before the Annual Meeting of the Association, for the election of officers of the Association. The day, place and time of the Annual Meeting of the Board shall be determined by the Executive Director in consultation with the Board.

Section 5. Special meetings. Special meetings of the Board may be called by or at the request of the President and one other officer or by a majority of the members of the Board or ten percent of the voting Members of the Association who are not on the Board. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the Commonwealth of Massachusetts, as the place for holding any special meeting of the Board.

Section 6. Meetings by Remote Communication. One or more members of the Board may attend any annual, special, or committee meeting of the Board through telephonic, electronic, or other means of communication as permitted by law by which all Board members have the ability to fully and equally participate in all discussions and voting. Such participation shall constitute presence in person at such meeting.

Section 7. Notice of Meeting. Written notice of any regular or special meeting of the Board will be given at least one week in advance to each Board member at his/her address or email address as shown by the records of the Association. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Whenever any 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 of the meeting stated therein, shall be deemed equivalent to the giving of such notice.

Section 8. Quorum. A majority of the members of the Board will constitute a quorum for the transaction of business at any meeting of the Board; but if less

than a majority of the Board is present at said meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of a majority of the Board members present at a meeting at which a quorum exists will be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Board members. A Board member elected to fill a vacancy will be elected for the unexpired term of his/her predecessor.

Section 11. Compensation. Except for the Executive Director, Board members will not receive any stated salaries for their services. Expenses directly incurred by Board members in attending Board meetings may be reimbursed in whole or in part at the discretion of the Board. Board members may be compensated for serving in other capacities for the Association when approved by the Board.

Section 12. Action by unanimous written consent. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Board members.

Section 13. Conflicts of Interest. Whenever a Board member has a financial or personal interest in any matter coming before the Board, the Board shall ensure that the following requirements are observed:

- a. The interest of such Board member is fully disclosed to the Board.
- b. No interested Board member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon.
- c. Any transaction in which a Board member has a financial or personal interest shall be duly approved by members of the Board not so interested or connected as being in the best interests of the organization.
- d. Payments to the interested Board member shall be reasonable and shall not exceed fair market value.
- e. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 14. Non-Liability of Board members and officers. The officers and Board members shall not be personally liable for the debts, liabilities, or other

obligations of the Association. Any officer or Board member shall be indemnified by the Association to the fullest extent permissible under the laws of the Commonwealth of Massachusetts except when his/her acts or omissions are due to his/ her own willful default or gross negligence. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including Board member, officer, employee or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

ARTICLE V.

Officers

Section 1. Officers. The officers of the Association will be a President, one or more Vice-Presidents (the number to be determined by the Board), a Secretary, a Treasurer, and an Executive Director and such other officers as may be elected or appointed in accordance with the provisions of this Article. No one individual may hold more than one officer position at a time. The Board may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it deems desirable. Such other officers shall not have the right to vote in Board meetings, but shall have the authority to perform the duties prescribed, from time to time, by the Board.

Section 2. Election and term of office. The officers of the Association except for the Executive Director will be elected annually by the Board at the regular Annual Meeting of the Board. The President and Vice-Presidents shall be elected from Directors who have been a Director for at least one year, or from among Members who previously served as Directors. This requirement may be waived by a three-quarters vote of Board members present at the Annual Meeting. The election of the other officers (except the Executive Director) shall be by majority vote of the Board members present at the Annual Meeting. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of Board.

Each officer will hold office until his/her successor will have been duly elected and will have qualified. The Board shall appoint an Executive Director by a three-quarter vote of the Board members present at any meeting of the Board.

Term limits for elected officers: The President, First Vice President and Second Vice President may serve for no more than two consecutive one-year terms in each office, except in unusual circumstances, as determined by the Board. The Treasurer may serve for no more than ten consecutive one-year terms except in unusual circumstances, as determined by the Board. The Secretary may serve for no more than five consecutive one-year terms except in unusual circumstances, as determined by the Board.

Section 3. Removal. Any officer may be removed by a two-thirds vote of Board members present at a meeting at which quorum exists, whenever in the Board's judgement, removal is in the best interests of the Association.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President, on behalf of and subject to review by the Board, will perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Organization, or by these Bylaws, or which may be prescribed from time to time by the Board. He/she will preside at all meetings of the Members and of the Board and shall serve on all committees of the Board ex officio. In the case of an unexpected or sudden vacancy on the Board or of an office, the President may appoint an interim Board member or officer until such time as the Board can act on a replacement. In addition, the President may, from time to time, appoint such officials and agents, other than those herein expressly provided for, who shall perform such duties as the President shall designate in furtherance of the purposes of the Association.

Section 6. Vice Presidents. The First Vice President shall assume the President's duties in the latter's absence.

Section 7. Treasurer. The Treasurer will have charge and custody of, and be responsible for, all funds and securities of the Association subject to the direction of the Board; receive and give, or cause to be received and given, receipts for moneys due and payable to the Association from any source, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as are selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board. The Treasurer shall, with assistance of Headquarters staff, keep accurate books of accounts, which shall be the property of the Association.

Section 8. Secretary. The Secretary will keep the minutes of the meetings of the Members and of the Board in one or more books provided for that purpose and kept at the Headquarters of the Association. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Section 9. Executive Director. The Executive Director (ED) shall be the chief executive officer and general manager of the Association and shall have, subject to the control of the Board, general supervision, direction and control of the day to day business activities of the Association. The ED shall be responsible to the Board, shall see that the Board is advised on all significant matters, and shall see that all orders and resolutions of the Board are carried into effect. The ED shall serve on all committees of the Board ex officio and shall have such other powers and obligations as shall be determined by the Board from time to time.

ARTICLE VI.

Committees

Section 1. Committees. The Board may, by resolution, create such standing and special committees as it determines to be in the best interest of the Association. The Board shall determine the duties, powers and composition of such committees, except that members of such committees must be Members of the Association and the Board shall not delegate to such committees those powers which by law may not be delegated. Each committee shall submit to the Board a report of its actions and recommendations for approval. Any committee may be terminated by the Board at any time. The President and Executive Director shall be ex-officio voting members of all committees.

Section 2. Term of Office. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairperson. The President, in consultation with the Executive Director, shall appoint the Chairperson of each committee.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum exists shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the board of Board.

ARTICLE VII.

Contracts, Payments, Deposits, and Funds

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents, of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Payments and Commitments. All payments of money and financial commitments on the part of the Association shall be signed or authorized by the Treasurer or the Executive Director. Should both of these officers be unavailable, then this power shall revert to the President and after the President, the First Vice-President, other Vice-Presidents, and the Secretary, in that order.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trusts companies, or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes of the Association or for any special purpose.

ARTICLE VIII.

Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, the Board, and committees having any of the authority of the Board, and shall keep at its registered or principal office a record of the names and addresses of the Members entitled to vote. The Board shall ensure that a qualified

Certified Public Accountant is engaged to audit the Association's financial statements and prepare its tax returns.

ARTICLE IX.

Fiscal Year

The fiscal year of the corporation shall begin on the first day of October and shall end on the last day of September in the following calendar year.

ARTICLE X.

Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of those voting Members voting in person or by ballot at a meeting of the Association. Draft bylaw changes shall be published for comment at least eight weeks prior to the annual meeting. A final version of the proposed changes shall be published for approval by the voting members at least four weeks prior to the annual meeting.

ARTICLE XI.

Restrictions and Dissolution

Restrictions on activities. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Members, Board members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, no substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, neither the Association nor any Board member, officer, employee, agent, or representative of the Association shall carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the

Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Dissolution. In the event of dissolution of the Association, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Association, to the extent assets of the Association permit, dispose of all the assets of the Association exclusively for the purposes of the Association, as the Board shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected Secretary of American Association of Variable Star Observers, a Massachusetts nonprofit public benefit corporation; and
2. The foregoing Restated Bylaws consisting of 12 pages (including this one) constitute the Bylaws of such corporation as duly adopted by the Members at the AAVSO Annual Meeting on November 14, 2020 and have not been amended or modified since such date.

IN WITNESS WHEREOF I have executed this Certificate as of this date -

November 14, 2020



Kristine Larsen

AAVSO Secretary