

The American Association of Variable Star Observers

By-Laws

Adopted by the membership at the Annual Meeting on _____ (replaces By-Laws of November 3, 2001).

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 Council may determine or as the affairs of the Association may require from time to time.

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 Council.

ARTICLE II.

Members

Section 1. Classes of members. Individual membership in the American Association of Variable Star Observers shall be classified as follows, including the designation of such class (or classes) and the qualifications and rights of the members of such class (or classes):

Annual Members: Those persons who are interested in the advancement of variable star work and kindred subjects, desirous of joining the Association, and who have paid the annual dues to the Association, shall become an Annual Member. Annual Members shall pay annual dues in an amount as determined by the Council from time to time. Council may from time to time define subclasses of Annual membership, which may have different annual dues. In exceptional cases, the Director may exempt any Annual Member from the obligation to pay dues during a limited period, if the Director deems it to be in the best interest of the Association.

Honorary Members: Those persons whom the Council may elect to membership

in recognition of their distinguished contribution to astronomy shall become Honorary Members upon notifying the Secretary of their acceptance. Such members shall not be liable for the payment of dues or eligible for any office, except that of Council Member.

Organizational memberships are open to corporations and other entities desirous of encouraging the work of the Association. Such members are not entitled to vote on Association affairs.

Section 2. Voting rights. Each member is entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership. The Council, by affirmative vote of two-thirds of all of the members of the Council, may expel a member after an appropriate hearing. Notwithstanding the provisions of Article II, Section 1, any person so expelled shall only become an Annual member after payment of the annual dues of the Association and an affirmative vote of two-thirds of all the members of the Council. Members who fail to pay their dues for a period of one year, may, on the recommendation of the Treasurer and the Director and two-thirds vote of the council, be expelled from membership.

Section 4. Resignation. Any member may resign by filing a written resignation with the Director, but such resignation will not relieve the member so resigning of the obligation to pay any unpaid dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. Transfer of membership. Membership in this 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 Council and for the transaction of such other business as may come before the meeting. The day, place and time of the Annual Meeting previously shall be determined by the Director in consultation with the Council. If the election of the Council is not held on the day designated for any annual meeting, or at any adjournment thereof, the Council will cause the election to be held at a 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 Council request such a meeting or when ten percent of the members of the Association, who are not on the Council, request such a meeting.

Section 3. Place of meeting. The Council 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 or Council member entitled to vote at such a meeting, not fewer than 21 and more than 50 days before the date of the meeting, by or at the direction of the 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.

Section 5. Quorum. Twenty-five members of the Association or 10% of the membership, 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 members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. Proxy voting shall not be allowed at any meeting of the members.

Section 7. Manner of acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

Section 8. Voting by mail. Where officers or Council members are to be elected by members or any class or classes of members, such election may be conducted by mail or by other reliably documented means in such manner as the Council determines.

ARTICLE IV.

Council, Officers, and their Election

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

Section 2. Number, tenure, and qualifications. The members of the Council will consist of the current President, one or more Vice-Presidents, Secretary, Treasurer, Director and eight council members to be elected from among members in good standing. Four of said elected Council members shall be elected each year by a majority of all votes cast by mail, before or in person, at each Annual Meeting of the Association, to serve for a term of two years and until their successors shall be elected. In the event of a tie vote for fourth place, the President shall determine which of those two candidates shall serve. The Council members may serve three consecutive terms and may not run again for election as a Council member until two years after their last service on the Council. In addition to the foregoing members, the most recent former President shall automatically become a member of the Council for a period of one year following his/her retirement from office, with all the powers and privileges of an elected Council member. The Council may, with a majority vote, appoint the most recent ex-Director to be a member of Council for a period of one year immediately following his/her retirement from office, with all the powers and privileges of an elected Council member. Furthermore, upon retirement from the office of Director, the ex-Director shall be immediately eligible to be a candidate for election to Council.

Section 3. Nominating Committee and election of the Council. A Committee of three members of the Association, other than Council members, shall be appointed by the President following each annual meeting of the Association, to nominate not fewer than six, nor more than eight candidates for membership in the Council, to be voted on as above.

Section 4. Regular meetings. An Annual Meeting of the Council 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 Council previously shall be determined by the Director in consultation with the Council.

Section 5. Special meetings. Special meetings of the Council may be called by or at the request of the President and one other officer or by a majority of the

members of the Council or ten percent of the members of the Association who are not on the Council. The person or persons authorized to call special meetings of the Council may fix any place, either within or without the Commonwealth of Massachusetts, as the place for holding any special meeting of the Council called by them.

Section 6. Meetings by Remote Communication. One or more members of Council may attend any annual, special, or committee meeting of the Council through telephonic, electronic, or other means of communication as permitted by law by which all Council 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. Notice of any regular or special meeting of the Council will be given at least one week previously thereto by written notice delivered personally or sent by other reliably documented means, to each Council member at his/her 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.

Section 8. Quorum. A majority of the members of the Council will constitute a quorum for the transaction of business at any meeting of the Council; but if less than a majority of the Council are present at said meeting, a majority of the Council 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 Council members present at a meeting at which a quorum is present will be the act of the Council, unless the act of a greater number is required by law or by these bylaws.

Section 10. Vacancies. Any vacancy occurring in the Council may be filled by the affirmative vote of a majority of the remaining Council members, though not less than a quorum of the Council. A Council member elected to fill a vacancy will be elected for the unexpired term of his/her predecessor.

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

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

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

- a. The interest of such Council member is fully disclosed to the Council.
- b. No interested Council member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Council at which such matter is voted upon.
- c. Any transaction in which a Council member has a financial or personal interest shall be duly approved by members of the Council not so interested or connected as being in the best interests of the organization.
- d. Payments to the interested Council 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 Council Members and Officers. The officers and Council members shall not be personally liable for the debts, liabilities, or other obligations of the Association. The officers and Council members 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 Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including Council 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, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these By-Laws, or provisions of law.

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 Council), a Secretary, a Treasurer, and a Director and such other officers as may be elected or appointed in accordance with the provisions of this article. The Council 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

not to confer the right to vote in Council meetings, but such other officers to have the authority to perform the duties prescribed, from time to time, by the Council.

Section 2. Election and term of office. The officers of the Association except for the Director will be elected annually by the Council at the regular annual meeting of the Council. The President and Vice-Presidents shall be elected from those members of the Association who are or have been members of the Council for at least one term; this requirement may be waived by a three-quarters vote of Council members present. The election of officers shall be by majority vote of the Council 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 Council. Each officer will hold office until his/her successor will have been duly elected and will have qualified. The Council shall appoint a Director by a three-quarter vote of the Council members present at any meeting of the Council.

Section 3. Removal. Any officer elected or appointed by the Council, whenever in its judgment the best interests of the Association would be served thereby, may be removed by two-thirds vote of the Council members present at a meeting of the Council.

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

Section 5. President. The President, on behalf of and subject to review by the Council, will perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be prescribed from time to time by the Council. He/She will preside at all meetings of the members and of the Council. In the case of an unexpected or sudden vacancy on the Council or of an Office, the President, may appoint an Interim Council member or Officer until such time as the Council can act on a replacement. As soon as practicable following the annual election, the President, with the advice and approval of the Council, shall select a Certified Public Accountant, to be employed by the Association as an auditor, to advise the officers and Council on matters of accounting and public reporting, and make an audit of the accounts of the Treasurer at the close of the ensuing fiscal year of the Association and submit the same to the Council. As soon as practicable following the annual election, the President, in consultation with the Director and with the advice and approval of the Council, shall appoint Chairmen who shall form Committees, as specified by the President, to assist in the activities of the Association. In addition to the foregoing appointments, 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 purpose 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 corporation, subject to the direction of the Council; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, 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 By-Laws; 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 Council. The Treasurer shall, with assistance of Headquarters staff, keep accurate books of accounts, which shall be the property of the Association and at all reasonable times available for inspection by any member of the Association, with notice.

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

Section 9. Director. The Director shall be the chief operating officer and official astronomical representative of the Association and shall be appointed by the Council for a renewable term whose length and conditions will be set by Councilor until his or her successor shall be appointed, and shall be a voting member of the Council. The Director, answering to the Council, shall supervise and direct (1) the variable star and other astronomical activities of the Association; (2) the publication and distribution of the variable star observations and other important astronomical papers submitted by members and others; (3) the receipt of applications for membership; (4) the preservation of the Association's records and data archives, other than those expressly entrusted to the Secretary, and the conduct of official correspondence; (5) the custody of the Association's physical and intellectual assets, including any buildings and equipment, collections of books, photographs, and other archival materials, and all astronomical instruments owned by or loaned to the Association. The Director shall maintain an inventory of all such assets, and report on their status as required by the Council. The Director is the custodian of the seal of the Association and shall see that the seal of the corporation is affixed to all necessary documents. The Director shall keep a register of post-office addresses

of all members and this register will be available to members under conditions set by the Council. The Director shall submit an annual report of his or her official activities at each Annual Meeting of the Association.

ARTICLE VI.

Committees

Section 1. Committees. Committees not having and exercising the authority of the Council in the management of the Association, may be appointed in such a way as may be designated by a resolution adopted by a majority of the Council present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association. Any members thereof may be removed by the person or persons authorized to appoint such a member whenever in their judgment the best interests of the Association shall be served by such removal. The President and 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. Chairman. The President, in consultation with the Director, shall appoint the Chairman 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 Council 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 is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of Council.

ARTICLE VII.

Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Council may authorize any officer or officers, agent or

agents, or 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. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer or the 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 Council may select.

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

Section 5. Funds.

General Fund. All dues received from Annual, Sustaining and Associate Members and all other receipts, except those specified in the following paragraphs, shall constitute the General Fund of the Association and shall be available for the payment of current expenses and for the general purposes of the Association.

Endowment Fund. All gifts and contributions directed to be added to the Endowment Fund and such other receipts as the Council may from time to time determine, shall be credited to and become part of the Endowment Fund, which shall be invested and managed as the Council shall from time to time determine. The Council may authorize the Director or Treasurer to transfer to the General Fund so much of the Endowment Fund necessary to meet operating deficits of the Association, subject to applicable laws.

Trust Fund. The Council may accept gifts to be held by the Association in trust under the terms of Agreements or Indentures providing for the payment of trust income to one or more beneficiaries, concurrently or successively, provided only that the principal of any such trust fund becomes payable to the Association upon the death of the surviving income beneficiary. Such trust agreements or indentures, shall contain such provisions as the Council, in its discretion, shall deem appropriate, and the execution of any such trust agreement or indenture by

the Treasurer, pursuant to a vote of the Council, shall be conclusive evidence of the proper exercise of that discretion by the Council. The Council is not obliged to accept any assets so offered however.

Restricted Funds. The Council may accept gifts, grants, and contributions to be held by the Association in Trust or otherwise and administered for restricted purposes as specified by the donor thereof. All such restricted funds of the Association shall be administered in strict accordance with the instructions of the donor. The Council is not obliged to accept any assets so offered.

The Council shall manage the General Fund, the Endowment Fund, the Trust Fund, and the Restricted Fund in such a way as to ensure the uninterrupted and perpetual operation of the Association.

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 Council, and committees having any of the authority of the Council, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member for any proper purpose at any reasonable time, with notice.

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.

Dues

The Council 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.

ARTICLE XI.

Seal

The Council shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

ARTICLE XII.

Waiver of Notice

Whenever any notice is required to be given under the provisions of Massachusetts Statutes or under provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time of the stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII.

Amendments to By-Laws

These bylaws may be altered, amended or repealed and new by-laws may be adopted by the affirmative vote of two-thirds of those members present and those voting by mail at the annual meeting of the Association or by three-fourths vote of the members present and those voting by mail at any special meeting, provided that at least three weeks written notice of the proposed changes has been given to the members of the Association equivalent to the giving of such notice.

ARTICLE XIV.

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, Council 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 Council member, Officer, employee, agent, or any other

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 Council 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 Council 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.