

BY-LAWS
OF
SAN JOSE AMATEUR ASTRONOMERS INC.

ARTICLE 1
CORPORATE STRUCTURE

- SECTION 1. The name of this corporation shall be the San Jose Amateur Astronomers.
- SECTION 2. This shall be a non-profit corporation dedicated to astronomy and allied sciences, through research and education.
- SECTION 3. The principal office in the State of California, shall be in the county of Santa Clara, and shall be located at such address as may be fixed by the Board of Directors.

ARTICLE 2
MEMBERS

- SECTION 1. CLASSES OF MEMBERSHIP: There are hereby established the following classes of membership: (1) Active Members, (2) Contributing Members, and (3) Honorary Members. The qualifications of each class are hereinafter set forth:
- (a) Active Members: All active members of the San Jose Amateur Astronomers, a corporation, shall pay dues to the Corporation, shall receive the "Sky & Telescope" magazine and have the right to one vote at any meeting of the corporation membership. Any person may become an Active member upon acceptance of his application for membership by the Board of Directors.
- (b) Contributing Members: The Board of Directors, by a majority vote, may confer, for a period of one year, the title of Contributing Member upon a person who shall have made a substantial contribution to the Corporation. Contributing Members shall have all the rights and privileges of Active Members.
- (c) Honorary Members: The Board of Directors shall have the power in its discretion, by a majority vote, to confer the title of Honorary Member upon any person.

(c) Cont. Honorary members shall have all of the rights and privileges of Active Members other than the right to vote and to receive the magazine "Sky & Telescope".

SECTION 2. DUES. This corporation shall operate on a fiscal year beginning July 1 and ending June 30. The amount of annual dues shall be decided by the Board of Directors. Annual dues shall be paid at such time before June 30 as the Board of Directors shall determine and new members dues shall be prorated on a monthly basis of 1/12 the annual rate unless joining in the last quarter of the fiscal year; in which case dues shall be charged for the forthcoming year in addition to the prorated amount of that fiscal year. Dues shall entitle members to receive the magazine "Sky & Telescope" for one year, provided however that if there is more than one active member in the household, such additional members shall be entitled to all the privileges of membership other than the subscription to "Sky & Telescope" by paying annual dues decreased by the amount charged for a subscription to "Sky & Telescope". To insure uninterrupted receipt of "Sky & Telescope", dues are to be paid promptly upon notification rendered by Sky Publishing Co.

ARTICLE 3

MEMBERSHIP MEETINGS

SECTION 1. PLACE OF MEETINGS: Meetings of the membership shall be held monthly at a time and place selected by the Board of Directors.

SECTION 2. ANNUAL MEETINGS: The regular monthly meeting held in June shall be designated as the Annual Meeting. At said Annual Meeting, Directors of the corporation shall be elected with nomination being accepted from the Nomination Committee and the floor. Twenty-five percent of the active membership shall constitute a quorum for this meeting.

SECTION 3. SPECIAL MEETINGS: Special meetings of the membership may be called at any time by order of the President or upon demand by a majority of the Board of Directors.

SECTION 4. NOTICES OF MEETINGS: Written notice of Special Meeting and Annual Meetings shall be given to all active members not less than five (5) days prior to the meeting date. Notice of regular meetings is mandatory only to notify the membership concerning a change in time and/or place of meeting.

SECTION 5. QUORUM AT MEMBERSHIP MEETINGS: At Membership meetings, other than Annual meetings, the attending Active Members shall constitute a quorum, and a majority vote of those present shall be sufficient for the transaction of business.

ARTICLE IV

DIRECTORS

SECTION 1. POWERS, PREROGATIVES, AND PROMULGATION: The corporate powers, business and property of this corporation shall be vested in and excercise controlled, and conducted by a Board of Directors consisting of nine (9) members who shall be active members in the corporation.

SECTION 2. TERMS OF DIRECTORS: Directors shall be elected, by the active Membership, for a term of two (2) years. Five (5) directors shall be elected on odd numbered years and four (4) directors shall be elected on even numbered years.

SECTION 3. VACANCIES: The directors shall have the power to fill vacancies on the board by selecting a qualified member from the membership at large to serve only during the unexpired term of the directorship vacated.

SECTION 4. MEETINGS OF THE BOARD: The Board of Directors shall meet at the boards discretion, either monthly or bi-monthly, at a location specified at the preceeding board meeting. Special meetings may be called by the President, or by any two Board Members, at any time. *** Amended 9-5-75 #2

SECTION 5. NOTICES OF BOARD MEETINGS: Notices of Regular and Special Meetings of the Board of Directors shall be mailed, telephoned, or personally delivered not less than three (3) days prior to said meeting.

SECTION 6. QUORUM: Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION 7. QUALIFICATION FOR BOARD MEMBERSHIP: To be qualified for nomination to the Board, a member must have one (1) year active membership or attend 3 board meetings if bi-monthly or 6 board meetings if monthly. Termination of board membership will be automatic if member misses (3) three consecutive meetings without notification to the board. *** Added 9-5-75 Amend #3

ARTICLE 5
OFFICERS

SECTION 1. SCOPE: The officers of this Corporation shall consist of a President, Vice President, Secretary, and Treasurer, who shall be chosen by the Board of Directors at the first meeting of the board following the Annual Meeting of the membership. Said officers to serve a term of one (1) year.

*** The Board elects the officers from its own board membership. Should an office be impossible to fill from a board membership, the board shall have the option to nominate a person from the General Membership. For election, two-thirds (2/3) of the total Board Membership will be required. This person if elected, will become an active Board Member in addition to the normal nine (9) members. *** Amended 9-5-75 # 1

SECTION 2. POWERS AND DUTIES OF THE PRESIDENT: The President shall preside at all membership meetings, call special meetings of the membership, and of the Board of Directors, as he deems necessary. He shall affix the signature of the Corporation to all papers unless otherwise directed by the Board of Directors. He shall supervise and control, subject to the Board of Directors, all other Officers of the Corporation.

SECTION 3. DUTIES OF THE VICE PRESIDENT: The Vice President shall have the power to act and shall act in the absence of the President, or at the request of the President.

SECTION 4. DUTIES OF THE SECRETARY: The duties of the Secretary are:

- (a) To keep full and correct records of the proceedings of the Board of Directors and of the meetings of the members.
- (b) To sign, in conjunction with the President, all instruments in writings as directed by the Board of Directors.
- (c) To publish and distribute all notices which may be necessary and proper, without command or direction from anyone. In the case of the absence, inability or refusal or neglect of the Secretary to make publication of any notice then such notice may be signed, published and distributed by either the President, Vice President, or other person thereto authorized by either of them or the Board of Directors.
- (d) The Secretary shall generally do and perform all such duties as pertain to his office and as may be required by the Board of Directors or by the President.

SECTION 5. DUTIES OF THE TREASURER: The duties of the Treasurer are:

- (a) To be custodian of the books and papers of the Corporation.
- (b) To supervise and control the keeping of accounts and of the book of the Corporation, and generally do and perform all such duties as pertain to his office and as may be required by the Board of Directors or by the President.
- (c) To have custody of the corporate funds and securities, and to keep full and accurate account of all receipts and disbursements in books belonging to the Corporation, and deposit 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. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, take proper vouchers for such disbursements, and render to the President and the Board of Directors, whenever they require, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

SECTION 6. VACANCIES: In the event of a Vacancy in the offices of the corporation, a successor shall be elected by the Board of Directors to serve the unexpired term of the vacancy.

ARTICLE 6
COMMITTEES

SECTION 1. NOMINATING COMMITTEE: One month prior to the Annual Meeting of the membership, the President shall name three (3) members to serve on a standing committee to be known as the nominating committee. It shall be the duty of the nominating committee to submit to the members attending the Annual Meeting, the names of at least one candidate for each director to be elected under these articles.

SECTION 2. BOARD OF DIRECTORS COMMITTEES: At its discretion, the Board of Directors may establish committees whose powers and terms of service are specifically controlled by the Board.

ARTICLE 7
DISSOLUTION

SECTION 1. Upon a proposal concurred with by three-fourths (3/4) of the active members present and voting at a regular membership meeting duly note this Corporation may be dissolved; and upon such dissolution the funds and properties of the Corporation shall be distributed by a majority vote of the Board of Directors, subject to the approval of the active members,

Article 7, Section 1 Cont.

SECTION 1. but shall not be distributed to members, if not lawful.

ARTICLE 8
AMENDMENTS

SECTION 1. These By-Laws may be repealed or amended, or new By-Laws adopted by a two-thirds (2/3) vote of the active members present at an Annual Meeting or a Special Meeting called for that purpose. Notice of any such repeal, amendment, or adoption shall be submitted to all active members and such proposal or proposals shall be read at a regular meeting of the membership before such proposal or proposals may be considered.

Original By-Laws Adopted 1958

Amendments #1,2,3 Adopted September 5, 1975