

**Lehigh Valley
Amateur Astronomical Society
Inc**

**Articles of Incorporation
And
Bylaws**

**620-B East Rock Road
Allentown, Pa 18103**



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ARTICLES OF INCORPORATION

Article 1. The name of the corporation is Lehigh Valley Amateur Astronomical Society.

Article 2. The location and post office address of its initial registered of office in this commonwealth is 211 East North Street, Bethlehem, Northampton County, Pennsylvania.

Article 3. The purposes of this corporation are as follows:

1. To encourage and promote interest in the study of astronomy and its allied subjects from the amateur standpoint.
2. To provide, furnish, equip, and maintain a meeting place and observatory.

This is a corporation that does not contemplate pecuniary gain or profit, incident or otherwise, to its members, or to conduct propaganda or otherwise attempt to influence legislation.

Article 4. The term of existence is perpetual.

Article 5. The names and addresses of the original incorporators were:

Joseph F. Grady	211 E. North Street, Bethlehem, PA
John Zawediuk	1316 Woodbine Street, Bethlehem, PA
Ernest Smodish	R.D. #5, Hellertown, PA
Edwin L. Gilmore, Jr.	2417 E. Texas Blvd., Allentown, PA
Ralph S. Schlegel	8 Chelsea Lane, Allentown, PA
Theodore Fedora	1507 Richard Avenue, Bethlehem, PA
Wash Telepchak	Trailer Park, Miller Heights, Bethlehem, PA

Article 6. The following are the names and addresses of the original directors:

Joseph F. Grady	211 E. North Street, Bethlehem, PA
John Zawediuk	1316 Woodbine Street, Bethlehem, PA
Ernest Smodish	R.D. #5, Hellertown, PA
Edwin L. Gilmore, Jr.	2417 E. Texas Blvd., Allentown, PA
Ralph S. Schlegel	8 Chelsea Lane, Allentown, PA
Theodore Fedora	1507 Richard Avenue, Bethlehem, PA
Wash Telepchak	Trailer Park, Miller Heights, Bethlehem, PA

Article 7. This corporation is organized upon a non-stock basis.

Articles of Incorporation and Bylaws of the Lehigh Valley Amateur Astronomical Society (LVAAS)

Article 8. The amount of assets, classified as to real and personal property, which the corporation will have to start its corporate functions, is as follows:

- (A) Real Estate - None
- (B) Personal Property - \$700.00

Article 9. Admission to membership and qualifications for membership will be governed according to the bylaws of the corporation and shall be subject to the provisions of the Constitution of the United States and the Commonwealth of Pennsylvania.

Article 10. This corporation is organized exclusively for charitable, educational, religious, or scientific purposes, within the meaning of §501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article 11. Upon dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

BYLAWS

Article I - NAME AND PURPOSE

Section 1 - NAME

The name of this organization shall be **Lehigh Valley Amateur Astronomical Society, Inc.** (hereinafter “Society”) and the post office address is 620-B East Rock Road, Allentown, Pennsylvania, 18103. The acronym of the Society shall be **LVAAS**.

Section 2 - PURPOSE

The purpose of this Society shall be (1) to encourage and promote interest in the study of astronomy and its allied subjects from the amateur standpoint and (2) to provide, furnish, equip, and maintain a meeting place and observatories. The Society shall be a nonprofit educational organization that does not contemplate pecuniary gain or profit, incident or otherwise, to its members. The Society shall not engage in politics or otherwise attempt to influence legislation. The Society shall be nonsectarian and nonpartisan. The term of existence shall be perpetual.

Article II – MEMBERSHIP

Section 1 – NON-DISCRIMINATION

Membership in the Society and subsequent participation in its activities is open to all persons with an interest in amateur astronomy. The Society does not discriminate against any person with regard to race, ethnicity, national origin, age, religious belief, gender, sexual orientation or disability/handicap. The Society strictly adheres to local, state, and federal laws and regulations governing non-discrimination.

Section 2 – TYPES OF MEMBERSHIPS

The Society shall have two types of membership, either Supporting or Full, as described further in Section 6. All Members shall have access to the member's only section of the Society's website and receive an email with a link to the Society bulletin each month. Full Members may make motions and vote at business meetings, hold elected office, and are eligible to hold board positions and be members of standing committees. Full Members may obtain keys to Society facilities in accordance with policies approved by the Board of Governors. Additional privileges may be granted to Full Members according to policies set by the Board of Governors.

Section 3 – FULL MEMBER CATEGORIES

The Society shall have the following categories of membership for Full Members: Junior, Adult, Sustaining, and Life, as defined in their respective parts below.

Part 1

Junior Membership. An individual under 18 years of age with an interest in astronomy may apply for membership in the Society as a Junior Member. The process of joining the Society as a Junior Member shall be the same as for an Adult Member; however the Junior Member will receive Supporting Member privileges. A Junior Member is welcome to use the Society facilities under supervision of a qualified Full Member. Upon attaining the age of 18 years, a Junior Member automatically becomes an Adult Member and receives Full Member privileges. The Junior Member is not required to pay any additional dues for Adult Membership for the remainder of that year.

Before privileges of membership are granted to Junior Members, the Board of Governors shall require consent forms to be signed by a parent or legal guardian of the Junior Member. The parent or guardian assumes responsibility for the Junior Member's actions, and also releases the Society from liability should the Junior Member be injured while participating in Society activities.

The Board of Governors, by a two-thirds majority, may grant Adult Membership to certain Junior Members who are at least 16 years old, have been a Junior Member of the Society for at least one year, and have demonstrated outstanding maturity, responsibility, and service to the Society.

Part 2

Adult Membership. Adult Members are Full Members in good standing, who are 18 years of age or older and who are not Sustaining, Life, or Honorary Members.

An Adult Member may become a Sustaining or Life Member upon request to the Membership Chairperson and upon meeting the appropriate requirements for Sustaining or Life Membership.

Part 3

Sustaining Membership. Adult Members who are able and willing to provide additional funds on a regular basis above and beyond the dues for Adult Membership, in order to further the aims of the Society, may apply for membership as a Sustaining Member. Sustaining Member dues shall be twice that of the current Adult Membership dues.

Part 4

Life Membership. Adult Members who become Life Members pay no more dues. An individual may become a Life Member in one of the following ways:

1. One lump sum payment in the amount of fifteen (15) times the current Adult Membership dues. The effective date of Life Membership will be the year in which the lump sum payment is made.
2. An Adult member shall become a Life Member after ten (10) consecutive years as a Sustaining Member. The effective date of Life Membership will be the year in which the 10th year of Sustaining Membership dues is paid.
3. A Full Member may be granted Life Membership for outstanding meritorious service through years of close association with the interests of the Society. The Board of Governors, by a two-thirds vote, may grant Life Membership.

Section 4 – FAMILY MEMBERSHIP

A Family Membership consists of up to two adults and their dependents who are full time students living at the same address. This reduced-cost membership option is available when multiple persons from one household desire membership in the Society.

The adults in a Family Membership who qualify for Full Membership will be granted Adult Member status. All minors in a Family Membership who qualify for Full Membership will be granted Junior Member status. The Adult Members and Junior Members in a family will have their respective privileges. Family members who do not qualify for Full Membership are considered Supporting Members.

Each Family Member must fill out an application and will be subject to the membership requirements of Section 6.

Section 5 – HONORARY MEMBERSHIP

Honorary Membership may be bestowed on a person who has demonstrated distinguished service to the advancement of astronomy. The Full Member sponsoring such a person shall present a written background of achievement of the applicant to the Board of Governors for its consideration. The Board of Governors may grant, by a two-thirds vote, Honorary Membership. Honorary Members do not pay dues and receive Supporting Member privileges. The Board of Governors, by a two-thirds vote, may grant Full Membership to Honorary Members.

Section 6 – APPLYING FOR MEMBERSHIP

This Section describes the process for obtaining membership in the Society and the procedures for objecting to a membership application.

Part 1

Supporting Membership. An applicant shall become a Supporting Member upon receipt of a properly completed application form, payment of the application fee, and payment of appropriate dues from the applicant. Applicants 18 years of age and older shall pay a minimum of Adult Membership dues. Applicants less than 18 years of age shall pay a minimum of Junior Membership dues.

Part 2

Full Membership. An applicant may apply for Full Membership by meeting the requirements for becoming a Supporting Member and by fulfilling the following attendance requirements. The applicant shall attend a General Meeting and introduce themselves to the membership in attendance. The applicant's name shall be published in the Society bulletin after the applicant attends their first meeting. The applicant's name shall be read by the Membership Chairperson at the next five consecutive General Meetings or until the applicant attends a second meeting, whichever occurs first. The applicant shall attend at least two of six consecutive General Meetings, as an expression of interest in the Society, to attain Full Membership. If the applicant is under 18 years of age, they shall be considered a Junior Member until their 18th birthday.

If there are no objections to the applicant's admission, the applicant becomes a Full Member of the Society when the attendance requirements are met. Applicants who are at least 18 years old become Adult, Sustaining, or Life Members according to the amount of dues paid. Applicants under 18 years of age become Junior Members. Adult, Sustaining, Life, and Junior Members are encouraged to participate in the Society's programs and activities. If the attendance requirement is not met, the applicant remains a Supporting Member.

The Board of Governors may approve alternate attendance requirements for membership or waive the meeting attendance requirements for ex-members wishing to rejoin the Society. When an applicant seeks Full Membership via alternative attendance requirements, the applicant's name must still be read at two General Meetings before the applicant becomes a Full Member of the Society.

Part 3

Any Full Member may initiate an objection to an applicant by submission of written objections to any Board Member. That Board Member shall immediately inform the members of the Board of Governors. The Board of Governors will investigate the objections prior to the next General Meeting. The parties to the objections will be notified and the applicant be given an opportunity to speak at the next Board of Governors' meeting. Should a majority of the Board of Governors present vote to sustain the objections, the applicant will be informed that membership has been denied and all membership fees will be returned. The Board of Governors may reject the membership application at any time in its sole discretion when it is believed to be in the best interest of the Society.

Section 7 DUES AND APPLICATION FEES

Part 1

Dues shall be paid by Junior, Adult, Sustaining, Family, and Supporting Members on an annual basis. Membership will be effective from January 1 through December 31 of each year. Dues are payable by March 1 of each year. There may be a discount for paying dues before March 1, in an amount to be set by the Board of Governors. There may be a discount offered to full time students who are at least 18 years of age, in an amount to be set by the Board of Governors. No dues shall be collected from Honorary Members or Life Members of the Society. A member shall be considered in good standing if their dues are paid up to date.

A member's membership in the Society shall become delinquent and membership privileges suspended if dues are not paid by April 1st. A written or electronic notice that informs the member that membership privileges are revoked shall be sent by the Membership Committee. The delinquent member shall be dropped from the Society if dues are not paid by June 1st, unless the Board of Governors grants an extension for good reason.

Part 2

Dues for new members joining the Society shall be paid at a full annual rate or at a prorated rate as approved by the Board of Governors. All new members, regardless of when they apply for membership, must pay the required application fees.

Part 3

The amount of annual membership dues and application fee may be changed at a Business Meeting by a two-thirds vote of Full Members present, providing that the proposed change has been approved by the Board and published in advance in the member's only section of the Society's website.

Section 8 – DISCIPLINE OF MEMBERS

A member who damages, misuses, or destroys Society property or resources, or otherwise acts so as to embarrass the Society, may be disciplined by the Board of Governors. Such disciplinary action shall consist of monetary reimbursement for damages, suspension or expulsion, or any combination thereof appropriate to the circumstances. Any member expelled as a result of disciplinary actions may not re-apply for membership for a period of five (5) fiscal years. Any expelled applicant re-applying for membership must include evidence of monetary reimbursement for damages (if any), a summary of the reason(s) they were expelled from the society, and a written justification as to why they should be allowed to be re-admitted to the society. If a re-application is denied by the Board of Governors, the applicant may not re-apply for membership again for five (5) years.

Section 9 – LEAVES OF ABSENCE

Should a member be unable to participate in the Society’s activities for an extended but definite period of time and yet not wish to be dropped from the Society membership, the member may request a leave of absence. Such requests are to be made in writing to a member of the Board of Governors and shall be acted upon by the Board of Governors.

Article III - OFFICERS AND ELECTIONS

The elected officers of the Society shall be a Director, Assistant Director, Secretary, and Treasurer. All Full Members in good standing are eligible for office. All elected officers shall be bonded.

Section 1 – DUTIES OF ELECTED OFFICERS

The duties of the elected officers shall be such as are implied by their respective titles, including but not limited to those specified below.

Part 1

The Director shall preside at all General, Business, and Board Meetings. The Director shall call additional meetings if required and appoint the Chair of special committees created by the Board or the Society. The Director shall be an ex-officio member of all committees of the Society. The Director shall have sole authority to sign all contracts on behalf of the Society.

Part 2

The Assistant Director shall preside in the absence of, or inability of, the Director to preside, or at the pleasure of the Director. In this capacity, the Assistant Director will temporarily function as the Director.

The Assistant Director will function as the Society's records manager. In this capacity, the Assistant Director is responsible for maintaining the official records of the Society in good order. The Assistant Director will otherwise, assist and advise the Director.

Part 3

The Secretary will keep the minutes of all General, Business, and Board Meetings, conduct the correspondence of the Society, and provide copies of official correspondence to the Society archives. The Secretary shall annually, and in a timely manner, update and post the Society's emergency contact information. The Secretary also shall distribute the emergency contact information to pertinent law enforcement and public safety agencies.

Part 4

The Treasurer will have charge of all monies of the Society and will report thereon at each General Meeting. The Treasurer will keep an accurate record of all financial transactions of the Society in a permanent file. The Treasurer will receive and receipt all dues and admittance fees from members, will pay bills justly accrued by the Society, and will maintain the financial records of the Society in good order for an annual audit. The annual audit shall be performed in the first quarter of the next fiscal year. The Treasurer will provide such financial reports that the Board may require. The Treasurer will provide a complete record of all financial matters including a detailed year-end financial report to the Society archives.

Section 2 – ELECTION OF OFFICERS

The Officers of the Society shall be elected annually at the October General Meeting in a manner described by these Bylaws. No member may hold the same office for more than two consecutive years. An interval of one year shall elapse before a member is again eligible for election to the same office.

Part 1

A Nominating Committee Chairperson will be appointed by the Director prior to the July General Meeting for the purpose of preparing a slate of candidates. Permission must be obtained from each member before being presented as a nominee. Nominees must be bondable. This Committee will present a suitable slate of candidates for office at the September General Meeting. Nominations from the floor may be made following the Nominating Committee's report. At the conclusion of the September General Meeting, nominations from the floor are closed. If a position lacks a candidate, the Nominating Committee will continue to solicit candidates for that position. Members of the Nominating Committee may be nominees for elective office. If a member of the Nominating Committee becomes a nominee, the member shall not participate in conducting the election. The names of the nominees shall be published in the member's only section of the Society's website in advance of the October General Meeting. If for any reason the elections cannot be completed at the October General Meeting, the elections will be held at the next General Meeting or at a special Business Meeting called by the Board of Directors.

Part 2

At the October General Meeting prior to the election, the presiding officer shall appoint a Judge of Elections who, along with the Nominating Committee, shall conduct the election. The Judge of Elections shall be a Full Member and must not be a member of the Nominating Committee, nor a candidate for office. Voting shall be by secret ballot, or in the instance of an uncontested office, by general acclamation. In the event of a tie vote for an elected office, additional balloting shall be conducted until the tie vote is broken. The results of the election will be announced by the Judge of Elections. The terms of the duly elected officers of the Society normally will begin on December 1. In any case, the terms of the current officers shall end when the terms of their successors begin.

Part 3

Vacancies occurring between elections shall be published in the member's only section of the Society's website and filled by special election at a Business Meeting. Duties of the vacated office meanwhile reside with the Director, Assistant Director, or an interim appointee approved by the Board.

Part 4

Any Full Member may initiate an impeachment process against an elected officer of the Society by submission of written charges to any Board Member. That Board Member shall immediately inform the remaining members of the Board of Governors. The Board of Governors will investigate the charges prior to the next Board Meeting. The accusers and the accused will be given the opportunity to speak at this Board of Governors' meeting. Should a majority of the Board of Governors present (except for the accusers and the accused) recommend impeachment, that recommendation will be published in the member's only section of the Society's website and voted on by the membership at a subsequent Business Meeting. If approved by two-thirds of the Full Members present, the elected officer's term will end immediately.

Article IV — BOARD OF GOVERNORS

Section 1 – COMPOSITION OF THE BOARD OF GOVERNORS

The Board of Governors of the Society shall be composed of the four elected Officers of the Society and the Chairpersons of the Standing Committees. The Chairperson of each Committee may invite one Full Member to serve as an Assistant Chair to the Committee and may invite additional members of the Society to assist with the duties of the Committee whenever necessary. Upon notification to the Board of Governors by the Chairperson that an Assistant Chair has been designated, the Assistant Chair may substitute on the Board in the Chairperson's absence. If a Standing Committee Chairperson is an elected officer or the Chairperson of another Standing Committee an Assistant Chairperson may at the discretion of the Director be appointed to substitute for the Chairperson as a voting member of the Board of Governors.

The property, affairs, and business of the Society shall be managed by the Board of Governors. The Board of Governors shall exercise all such powers of the Society and do all such lawful acts as are not prohibited or reserved to the members by law, or by other provisions of the Bylaws of the Society.

Decisions that are determined by the Board of Governors to be significant shall be published in the Society bulletin and presented to the membership at the next Business Meeting.

Section 2 – COMMITTEES

The Society shall have certain Standing Committees as described in the Bylaws. Other Special Committees to consider, investigate, or take action on specific matters or subjects may be created, as the Society or the Board of Governors shall from time to time deem necessary, to carry on the purposes of the Society. Chairpersons of all committees must be Full Members. Chairpersons are appointed by the Director and shall serve at the pleasure of the Director. The terms of the chairpersons of the Standing Committees will end when the terms of the elected officers end. The terms of the chairpersons of Special Committees will end when their committees have completed their task and have presented their final report, or when their committees are dissolved.

Section 3 – BOARD OF DIRECTORS

The Board of Governors is and shall also be known as the Board of Directors.

Article V - STANDING COMMITTEES

The Society shall have the following standing committees:

1. Astro-Imaging
2. Development
3. Education
4. Library and History
5. Light Pollution Abatement
6. Maintenance - Pulpit Rock
7. Maintenance - South Mountain
8. Membership
9. Member Services
10. Observatories - Pulpit Rock
11. Observatories - South Mountain
12. Planetarium
13. Programs
14. Publications
15. Public Relations
16. Risk Management
17. Star Parties
18. Technology

The duties of the Standing Committees are described in the following sections. The Chairperson of each committee shall keep accurate records of all such operations and shall inform the Board of Governors of their status at regular intervals. The Chairpersons may hold committee meetings at such times and in such places as the committee members agree. The Chairperson of a standing committee may establish subcommittees and shall designate a subcommittee coordinator. The Chairperson of a committee is and shall also be known as the Director of the Committee and be a member of the Board of Governors.

Section 1 – ASTRO-IMAGING

The Astro-Imaging Committee shall be responsible for the organization and presentation of periodic meetings to educate our members on the process of imaging objects of an astronomical nature.

Section 2 – DEVELOPMENT

The Development Committee shall seek cash donations, grants, and other gifts to further the aims and purposes of the Society.

Section 3 – EDUCATION

The Education Committee shall be responsible for the organization and presentation of periodic educational classes, planetarium shows, star parties, and the like. This Committee shall provide workshops in appropriate subjects of astronomically related nature.

Section 4 – LIBRARY AND HISTORY

The Library and History Committee shall be responsible for maintaining and expanding the Society's library. The committee shall catalog each book, keep a record of all books loaned to members, and make the library available to the members on a regular basis. A yearly inventory shall be conducted and a report, to include all over due materials, shall be submitted to the Society archives. Every effort shall be made by the librarian to contact members in order to recover all overdue materials and outstanding late fees prior to the inventory. The Library and History Committee shall maintain an historical record including documents, photographs, electronic media, and other artifacts of the Society.

Section 5 – LIGHT POLLUTION ABATEMENT

The Light Pollution Abatement Committee shall attempt to slow the increase of light pollution at our observing sites, and when possible, to reduce the existing light pollution. The Chairman of the Light Pollution Abatement Committee shall be the Society’s representative to the International Dark-Sky Association.

Section 6 – MAINTENANCE - PULPIT ROCK

The Maintenance - Pulpit Rock Committee shall be responsible for keeping the physical facilities of Pulpit Rock Astronomical Park in good order. This Committee shall inspect the buildings and grounds and report any significant deterioration to the Board of Governors.

Section 7 – MAINTENANCE - SOUTH MOUNTAIN

The Maintenance – South Mountain Committee shall be responsible for keeping the physical facilities of South Mountain site in good order. This Committee shall inspect the buildings and grounds and report any significant deterioration to the Board of Governors.

Section 8 - MEMBERSHIP

The Membership Committee shall have the duty of maintaining and increasing the membership of the Society. This Committee shall inform each applicant for membership about dues, admittance fees, and the purposes of the Society. The Membership Committee shall maintain membership records in a permanent file. A copy of this file shall be accessible by members of the Board of Governors as their duties require. Membership records shall be considered confidential and will not be disclosed to anyone other than the Board of Governors for official Society business. The Membership Committee shall submit a monthly report to the Board of Governors, which shall include a financial reconciliation, an activity report, and any other pertinent details.

Section 9 – MEMBER SERVICES

The Member Services Committee shall be responsible for operating the Society’s “Red Shift” store and providing commissary services to attendees of Society functions. The Member Services Committee shall submit a monthly report to the Board of Governors, which shall include a financial reconciliation, an activity report, and any other pertinent details.

Section 10 – OBSERVATORIES – PULPIT ROCK

The Observatories - Pulpit Rock Committee shall be responsible for the Society's telescopes and other astronomical equipment located at Pulpit Rock Astronomical Park. The committee shall instruct members in the handling of observatory equipment, control the issuance of keys, and coordinate observing time for members requesting use of the telescopes.

Section 11 – OBSERVATORIES – SOUTH MOUNTAIN

The Observatories – South Mountain Committee shall be responsible for the Society’s telescopes and other astronomical equipment located at the South Mountain. This includes the operation of the equipment rental program, including the collection of fees and deposits. The committee shall instruct members in the handling of observatory equipment, control the issuance of keys, and coordinate observing time for members requesting use of the telescopes.

Section 12 - PLANETARIUM

The Planetarium Committee shall be responsible for maintaining all planetarium equipment, coordinating planetarium shows, developing programs consistent with current discoveries in all phases of astronomy, and training planetarium operators. The committee shall maintain a current list of trained planetarium operators. The committee shall cooperate with the Star Party Committee in coordinating planetarium coverage for star parties that include planetarium shows.

Section 13 - PROGRAMS

The Programs Committee shall be responsible for arranging suitable programs to be presented at General Meetings. These programs shall be compatible with the astronomical interests of the members of the Society.

Section 14 - PUBLICATIONS

The Publications Committee shall be responsible for the organization, printing, and distribution of the Society’s monthly bulletin. This bulletin shall notify members of all General, Board, and Business Meetings of the Society, and shall feature news items, educational articles, and other information of astronomical interest. The bulletin shall also include notification to the members regarding matters required by the Bylaws.

Section 15 – PUBLIC RELATIONS

The Public Relations Committee shall be responsible for providing all official communications for the Society including statements, press releases, public displays, and other such matters.

Section 16 – RISK MANAGEMENT

The Risk Management Committee shall be responsible for coordinating the safety, security and insurance affairs of the Society. The committee works closely with the Director, the Assistant Director, and the Board of Governors’ members who are responsible for the Society’s physical assets. The committee reports to the Board of Governors.

Specific job duties of the Risk Management Committee are as follows:

- Provide site and operation safety advice to the Board of Governors and the Director. Conduct specific and ongoing reviews of the safety of Society facilities and activities. Make recommendations regarding improving the safety of same to the Board of Governors on an ongoing

basis.

- In cooperation with civil authorities and insurance company representatives, investigate and document accidents occurring on Society property and make follow-up recommendations to the Board of Governors.
- Serve as Society liaison to the insurance companies and agents. Make recommendations to the Board of Governors regarding lines of coverage, limits and deductibles as the situation warrants or as requested by the Board of Governors.
- Provide risk avoidance and risk transfer tools, in the form of use agreements, hold harmless agreements, insurance certificates, and the like, to the Society as appropriate.
- In cooperation with the Board of Governors, represent the Society to outside entities in issues related to risk management.
- Coordinate the physical security of Society facilities and make recommendations to the maintenance and observatory chairs as appropriate. Serve as Society liaison to the locksmith.
- Manage and operate the Key Control and issuance function of the Society.

Section 17 – STAR PARTIES

The Star Party Committee shall be responsible for coordinating the Society's star parties. The Star Party Committee shall be responsible for scheduling seasonal monthly star parties open to the public. The purpose of star parties is to educate the public about astronomy and to encourage interest in astronomy. Star parties may include various activities, including visual and telescopic observing, planetarium programs, and talks on various subjects in astronomy. The committee shall cooperate with the Planetarium Committee in coordinating planetarium coverage for star parties that include planetarium shows.

Section 18 - TECHNOLOGY

The Technology Committee shall be responsible for maintaining the Society's computers, Internet connectivity, website, and all other electronic non-observatory equipment. The committee shall maintain a list of approved technicians.

Article VI - ADVISORS

The Society may have Advisors, appointed by and serving at the pleasure of the Director, with the consent of the Board of Governors. The functions, qualifications, and responsibilities of the Advisors are described below.

Section 1 – FUNCTIONS OF ADVISORS

The function of the Advisors shall be to assist the Society whenever certain specific situations arise. These include but are not limited to (1) transactions of substantial dollar value, such as gifts, contracts, non-budgeted cash outlays of the Society funds, or distribution of Society property, (2) arrangements or agreements with industrial corporations, utilities, or any city, township, county or state body which affect the interests of the Society, and (3) when litigation or other legal matters arise that require consultation or representation.

Section 2 – TYPES OF ADVISORS

Advisors shall be Attorneys-at-Law, professional astronomers, or individuals with proven managerial experience. They must have an interest in the Society and be willing to serve in the types of negotiation described in Section 1.

Section 3 – ROLE OF ADVISORS

Advisors shall serve in a consultative capacity only. Advisors shall have no control over the Society or any of its normal activities. Advisors may be given Full Member privileges, or the privileges of an Supporting Membership as determined by the Board without paying dues and for as long as they serve in this capacity.

Article VII — MEETINGS

Section 1 – TYPES OF MEETINGS

Meetings of the Society shall include regular monthly General Meetings of the membership, business meetings of the Board of Governors (Board Meetings), and business meetings of the membership (Business Meetings). In addition, Standing Committee Meetings shall occur on an as needed basis. Board Meetings and Business Meetings shall be conducted, in so far as is practical, according to Robert's Rules of Order (current edition).

Section 2 – GENERAL MEETINGS

General Meetings shall be held each month on a date, time, and location determined by the Board and published in advance on the Society's website. General Meetings shall include announcements and important news and may include programs of interest to the membership or which otherwise promote the purposes of the Society. Announcements at the General Meetings shall be provided in writing to the Director in advance of the meeting. Ad hoc announcements may be authorized at the discretion of the Presiding Officer.

Section 3 – BOARD MEETINGS

Board Meetings shall be held each month on a date, time, and location determined by the Board and published in advance on the Society's website. All members of the Society are welcome to attend. Additional Board Meetings may be called by the Director or by a majority of the Board Members. Members wishing to bring business before the Society shall bring such business first to the Board of Governors at a Board Meeting, except upon petition by the members as provided elsewhere in this Article.

Section 4 – BUSINESS MEETINGS

Business Meetings shall be held in October of each year for the purpose of electing officers for the coming term, and in other months as the Board determines necessary to conduct the business of the Society. Additional Business Meetings may be held within 60 days after a written petition, generated by ten members or by the Director. Business Meetings shall be held on a date, time, and location determined by the Board and published in advance on the Society's website.

Section 5 – SCHEDULING FACILITIES

The Board of Governors shall be responsible for the scheduling of the use of the Society's facilities for General Meetings, Board Meetings, and Committee Meetings and all other uses of the facilities.

Section 6 – CANCELLING MEETINGS

If circumstances make conditions unsafe for any scheduled General Meeting or Board Meeting, the Director may cancel such meeting and shall make a best effort to notify those affected by the cancellation.

Section 7 – MEETING QUORUMS

Ten percent (10%) of all Full Members in good standing shall constitute a quorum at any Business Meeting. A majority of the Board of Governors shall constitute a quorum at any Board Meeting.

Article VIII - PARTICIPATING ORGANIZATIONS

Members of the Society who wish to form organizations with activities planned and directed in close relationship to those of the Society may do so in the manner described below. Such organizations, upon two-thirds approval by the Board of Governors, may be designated as participating organizations of the Society. The Board of Governors shall review the policies of a participating organization and make recommendations to it. Participating organizations shall appoint a representative who will serve as a liaison to the Board of Governors.

Article IX - FISCAL POLICIES

Section 1 - BUDGETING

The Society shall have an annual budget. The Board of Governors is responsible for approving an annual budget in advance of each fiscal year. The proposed budget shall be published in advance in the members only section of the Society's website and shall be presented to the membership at a Business Meeting for approval prior to the beginning of the budget fiscal year. If the membership does not approve the proposed budget, it shall be returned to the Board of Governors for revision and resubmission for approval.

Part 1

The Board of Governors, without approval from the membership, may amend the current year's budget at any time if the change will result in a budget having less than a 10% increase in spending above the overall budget approved by the membership. Otherwise, the membership must approve amendments to the budget at a Business Meeting.

Part 2

Expenditures that will exceed the amount budgeted for them shall be approved by the Board of Governors. Approval shall be in the form of a budget amendment. The Treasurer, with concurrence from the Director, however, may authorize emergency expenditures that exceed the budget if such expenditures are deemed necessary or reasonable. The Treasurer shall report such expenditures to the Board of Governors at the following Board Meeting and recommend a budget amendment to reconcile the authorized expenditures.

Part 3

After the close of a fiscal year, the Treasurer shall present to the Board of Governors a final budget for the fiscal year. This final budget shall be available from the Secretary for review by Society members upon request.

Section 2 – CORE FUND

The Society shall establish a Core Fund consisting of monetary assets. The purpose of the Core Fund is to provide (a) regular investment income to the Society to support the Society's educational mission; and (b) a source of capital, if required, for the future needs of the Society.

Part 1

The Core Fund shall consist of money invested in liquid assets, including but not limited to money market funds, bond funds or stock funds, with the composition and investment strategy of such investments approved in advance by a two-thirds majority of the full Board of Governors. The investment strategy shall be managed by the Treasurer.

Part 2

The Society may withdraw money from the Core Fund only by a two-thirds majority approval of the full Board.

Section 3 – GENERAL FUND

The Society shall establish a General Fund consisting of monetary assets. The purpose of the General Fund is to provide (a) short-term cash assets for the Society’s current operations; (b) funding for capital projects; (c) contingency funds for unplanned expenses; and (d) short-term investment income.

Part 1

The General Fund shall consist of money invested in liquid assets, including but not limited to the Society’s checking accounts, money market funds, and similar investments. The General Fund, for the purpose of preserving value, may not include investments that are expected to fluctuate in net asset value. The General Fund shall consist of any and all monies not set aside in the Core Fund or other recognized funds of the Society. The General Fund may include the balances of advance payment accounts and other similar accounts with vendors that are considered convenient or necessary for the conduct of the business of the Society.

Part 2

The value of the General Fund shall be maintained at not less than the current year’s budgeted expenses, excluding all expenses allocated as payments to the Core Fund. This calculation shall be made whenever the Board of Governors approves annual budgets or subsequent amendments thereto. Any amount designated according to Part 6 (below) as a loan from the General Fund shall be included in the General Fund for the purpose of this calculation. The value described in this part shall also be known as the Required Minimum Balance of the General Fund.

Part 3

The current General Fund balance shall be the amount in the General Fund based on the current annual budget, including any amendments.

Part 4

The calculation of the General Fund balance for the next fiscal year shall be based on the proposed or approved budget for the future fiscal year and the projected General Fund balance at the end of the current fiscal year.

Part 5

The Society may use income or capital gains generated by the investments within the General Fund at any time for any lawful purpose, even if the income or capital gains have been reinvested into investments within the General Fund.

Part 6

The Society may, only upon a nine-tenths majority approval of the full Board, reduce the value of the General Fund below the minimum balance specified in Part 2. The difference between the minimum balances specified in Part 2 and the actual value of the General Fund shall be considered a loan that must be repaid.

The Board of Governors, at the time it authorizes to borrow money from the General Fund, shall establish a repayment plan for the purpose of returning all borrowed moneys to the General Fund. The repayment plan shall provide for at least one repayment per fiscal year to the General Fund. The minimum repayment shall be two thousand dollars, 25% of the outstanding balance, or 15% of the current fiscal year's budgeted revenue, whichever is less.

Section 4 – OTHER FUNDS

The Society may establish other Funds as the Society or the Board of Governors shall from time to time deem necessary to carry on the purposes of the Society.

Article X - LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1 – LIMITATION OF LIABILITY

A Director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Director has breached or failed to perform the duties of his Office under Section 8363 of the Pennsylvania Directors' Liability Act, as from time to time amended, or any successor provision, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for payment of taxes pursuant to local, State, or Federal law. This Section 1 shall be applicable to any action taken or any failure to take any action on or after October 9, 1988.

Section 2 - INDEMNIFICATION

The Corporation shall indemnify, defend, and hold harmless any Director or Officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including action by or in the right of the Corporation) by reason of the fact that they are or were a Director or Officer of the Corporation. Expenses incurred by a Director or Officer purportedly indemnified by this Section in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that they are not entitled to be indemnified by the Corporation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 2 shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. This Section 2 shall not be effective with respect to any action, suit, or proceeding commenced prior to November 30, 2011.

Section 3 – INSURANCE REQUIREMENTS

The Society must follow the insurance requirements as set by the Board of Governors.

In the event that a non-affiliated outside group wishes to use any Society facilities and/or equipment for non-Society purposes, they must follow the Outside Group Policy as set by the Board of Governors.

Article XI – AMENDMENTS

These Bylaws may be amended in the manner set forth below by a two-thirds vote of the Full Members present at a Business Meeting.

Section 1 – PROPOSING AMENDMENTS

A written copy of the proposed amendment shall be submitted to the Secretary for consideration by the Board. If approved by the Board, the proposed amendment shall be published in the member's only section of the Society's website for consideration at a Business Meeting which the Board shall schedule to be held within 60 days.

Section 2 – APPROVING AMENDMENTS

At the Business Meeting scheduled for its consideration, the proposed amendment shall be considered for adoption. Should the proposed amendment be approved, the amendment shall go into effect immediately unless the amendment specifies the time when it shall take effect.

SOCIETY POLICIES

The following documents are ancillary to these Bylaws and should be referred to for specific information regarding operating procedures and rules of conduct. These documents are revised by action of the Board of Governors and are not subject to the approval process for the Bylaws.

- 1) Privacy Policy
- 2) Youth Protection Policy
- 3) Rules and Guidelines for Use of Observing Sites and Observatories
- 4) Rules and Guidelines for Use of Headquarters Building
- 5) Key Policy for Facilities
- 6) Equipment Rental Agreement
- 7) Library Loan Policy
- 8) Insurance Requirements
- 9) Outside Group Use of Society Facilities