

Columbus Astronomical Society
ARTICLES OF INCORPORATION, CONSTITUTION AND BY-LAWS

ARTICLES OF INCORPORATION

History: Original eff. 7-1-1981

The undersigned, desiring to form a corporation, not for profit, under sections 1702.01 et seq., Revised Code of Ohio, do hereby certify:

ARTICLE ONE: Name of Corporation

The name of the corporation shall be Columbus Astronomical Society.

ARTICLE TWO: Principal Office of Corporation

The principal office of the corporation is to be located at 39 East Whittier Street, City of Columbus, County of Franklin, Ohio 43206.

ARTICLE THREE: Purpose of Corporation

The purpose of the corporation shall be to promote the science of astronomy by:

1. fostering, in its members and the general public, knowledge of and interest in astronomy by means of public lectures, demonstrations, and other programs related to astronomy and allied sciences,
2. providing a framework to its members in which to conduct research related to astronomy,
3. assisting other organizations in achieving this purpose,
4. undertaking other education or scientific projects related to astronomy.

All activities shall be limited to those permitted by sections 1702.01 et. seq., Revised Code of Ohio regarding not-for-profit corporations and those permitted by Section 501 (c) (3) of the Internal Revenue Service code of 1954 and corresponding provisions of future Internal Revenue law.

ARTICLE FOUR: Initial Trustees

The following persons, number in total nine, shall serve said corporation as trustees until the first annual meeting following the act of incorporation, as described subsequently:

In witness whereof, we have hereunto subscribed our names,

NAME ADDRESS DATE

(signed) Ronald L. Ravneberg 5642 Moorgate Drive
Columbus, Ohio 43220 3/14/81

(signed) Douglas B. Wereb 2667 Medary Avenue
Columbus, Ohio 43202 3/14/81

(signed) Jay G. Elkes 2451 Burgandy Lane Columbus,
Ohio 43227 3/14/81

(signed) Danny Sagstetter 2662 Warrensburg Road
Delaware, Ohio 43015 3/14/81

(signed) James Rice 2010 Denune Avenue Columbus, Ohio
43211 4/11/81

(signed) David M. Weaner 3455 Partridge Place #304
Columbus, Ohio 44329 4/11/81

(signed) Leroy F. Meyers 548 Stinchcomb Drive
Columbus, Ohio 43202 3/14/81

(signed) James M. Pace 2054 Shawbury Court W.
Columbus, Ohio 43229 3/14/81

(signed) Brent A. Archinal 79 East 11th Ave., Apt. L
Columbus, Ohio 43201 3/14/81

ARTICLE FIVE: Limitations and Dissolution

No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payment and distribution in furtherance of the purpose set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or 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 articles, the corporation shall not 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 Law or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Where possible such receivers of assets shall have an astronomical or related purpose. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE SIX: Membership In Other Organizations

The corporation may pay dues to an/or become a member of any other organization(s) consistent with the purpose of the corporation and applicable law. By such membership

the organization may agree to abide by such regulation(s) as the organization(s) adopt. However, when such regulation(s) would conflict with these Articles or the Constitution and By-Laws of this corporation or with applicable law then the regulation(s) under question shall be considered inoperative and non-applicable to the corporation.

ARTICLE SEVEN: Date Of Annual Meeting

The annual meeting of the corporation shall be a board meeting set by the Board of Trustees of the previous year for a date no later than January 31 of the calendar year for which the meeting is to occur. The first annual meeting following incorporation shall be January 21, beginning at 7:30 P.M.

ARTICLE EIGHT: Board of Trustees and Duties of its Members

A) The Board of Trustees of the corporation shall consist of nine members. The corporation's four (4) officers-president, vice-president, secretary, and treasurer shall serve as members of the Board of Trustees. The Board of Trustees shall also include five (5) "at-large members" : four (4) elected at-large ("at-large trustees") and the immediate past president (the "IPP"). No person may be elected to simultaneously hold more than one office. All the officers and at-large members of the Board of Trustees shall be current members in-good-standing of the corporation. If the membership standing of an officer or at-large member of the Board of Trustees should end for any reason during his/her term, his/her office will be declared vacant in thirty (30) days if dues are not paid.

The Board of Trustees shall have the authority to supervise the economic affairs of the corporation, the property of the corporation and its use, and such other matters as the membership may choose to bring before it. These may include, but are not limited to: the newsletter of the corporation, the programming and public relations of the corporation, the affairs of any public facility the corporation may operate, and balloting on matters of business of any organization of which the corporation is a member. The board is thus empowered to consider, at the discretion of the president, all general society business excepting amendments to these Articles, the Constitution and By-Laws of the corporation, elections of the corporation, and the setting of dues. It shall be the duty of all members of the Board of Trustees to attend regular and special meetings of the board unless excused in advance for good cause.

B) All actions of the Board of Trustees require a quorum in order to be valid and binding on the corporation. For all purposes, a quorum for a meeting of the Board of Trustees shall be defined as either 1) the attendance of at least three (3) of the five (5) at-large members or, 2) if more than three at-large members fail or refuse to attend a duly called meeting, then five (5) members of the nine (9) total members of the Board of Trustees.

C) Any expenditures of the corporation in excess of \$250.00, excepting only group subscriptions sent in to Sky Publishing Corporation or its assigns, dues sent in to the Astronomical League or its assigns, and such other periodicals that the trustees may contractually agree to provide the membership upon recommendation by the membership, must be approved by a majority vote of the members of the Board attending, a quorum being present under subdivision (B)(1) of this Article, or two-thirds (2/3) of the members of the Board attending, a quorum being present under subdivision (B)(2) of this Article. Expenditures of less than \$250.00 need only presidential approval, provided they are budgeted or are to come from a discretionary account. The at-large members shall have the authority to control the lease, sale, exchange, transfer, or other disposal of any or all assets of the corporation, provided such resolution to reassign assets are approved by three (3) of the five (5) at-large members. Should the Board of Trustees fail to muster a quorum under subdivision (B)(1) of this Article at any meeting called for the purpose of consideration of issues regarding any of the above situations, then the entire board then present may act in their stead under subdivision (B)(2) of this Article.

On or before the last day of the second month of each fiscal year, the Board of Trustees shall adopt, by a majority vote of the members of the Board attending, a quorum being present under subdivision (B)(1) of this Article, or two-thirds (2/3) of the members of the Board attending, a quorum being present under subdivision (B)(2) of this Article, a budget listing proposed expenditures and expected sources of income. If a budget is not accepted by that time, the previous year's budget will be used until a new budget is adopted. This budget shall serve to authorize the expenditures listed. This budget may be amended at any time by an affirmative majority vote of the members of the Board attending, a quorum being present under subdivision (B)(1) of this Article, or two-thirds (2/3) of the members of the Board attending, a quorum being present under subdivision (B)(2) of this Article. The budget shall provide a discretionary account for presidentially authorized expenditures.

The right to review or rescind all decisions of the Board of Trustees or the president is reserved for the members of the corporation sitting at a general meeting. Such review or rescissions may be made only prior to implementation of such decisions and only be the approval of at least two-thirds (2/3) of those present and voting at a general or special meeting of the corporation, a quorum being present. Any action of the Board of Trustees or at-large trustees to be executed prior to the next general meeting (or special meeting called for that purpose) shall require a motion to declare the action "urgent" and to set a date for its implementation. This motion shall require the affirmative vote of a majority of the members of the Board attending, a quorum being present under subdivision (A)(1) of this Article, or two-thirds (2/3) of the members of the Board attending, a quorum being present under subdivision (A)(2) of this Article. If the motion fails, implementation of the

measure at issue shall not occur until after the adjournment of the next general meeting of the corporation (or special meeting called for that purpose).

History: Amended eff. 12-13-2008

ARTICLE NINE: Officers and Their Duties

The officers of the corporation shall consist of a president, vice-president, secretary and treasurer. The duties and authority of the officers shall be as follows:

A. President - The president shall be the chief executive and highest ranking officer of the corporation. The president is empowered to make decisions in all matters, not expressly reserved to the entire Board of Trustees, or the general membership of the corporation. The president will, within the limits set for by these articles, set the agenda of all meetings of the corporation. He/she shall supervise the other elected officials and trustees in the performance of their duties, and appoint such other officials and committees as he/she deems necessary. The president shall be the chairman of the Board of Trustees and preside over all general, special, and board meetings.

If the president knows prior to any type of meeting of the corporation that he/she will not be present, then he/she shall see that the highest ranking official of the corporation who is available is present to carry out his/her duties and to present what reports he/she may have for the corporation. The president shall report on the activities of the corporation's officials or see that the secretary does so.

B. Vice-President - The vice-president shall be the second ranking officer of the corporation. He/she shall act in place of the president in the event of the absence or incapacity of that officer. In the event of a vacancy in the office of the president, the vice-president shall be acting president until a president is elected as specified elsewhere in these articles. At all other times the vice-president shall act under the direction of the president.

C. Secretary - The secretary shall be the third ranking officer of the corporation. He/she shall keep the official minutes of all general, special, and board meetings of the corporation. Further, the secretary shall keep reports of the communications and other official documents of the corporation during his/her term of office. The minutes and all other records will be turned over to the corporate historian at the end of the secretary's term of office or stored in an electronic format readily accessible to the historian, board members, or general members.

The secretary will be responsible for notifying the membership of the corporation of all general, special, and board meetings of the corporation through the corporate newsletter, by personal letter, or by electronic notification as described in these Articles, the Constitution or the By-Laws. He/she shall handle the correspondence of the corporation except that of the committees or other officers. Copies of correspondence by committees or officers shall be provided to the Secretary.

D. Treasurer - The treasurer shall be the fourth ranking officer of the corporation. He/she shall keep all moneys of

the corporation, receiving and disbursing them according to the directives of these Articles, the Constitution and By-Laws, the president, and the Board of Trustees. The treasurer shall make financial reports to the Board of Trustees at least four times each year at board meetings; at least once each year to the membership through the corporate newsletter or by electronic means; and as required by the corporate trustees.

The treasurer shall, upon demand by any member, see that the current financial records of the corporation are available for examination at the next general meeting of the corporation, regardless of whether the treasurer is present at that meeting. He/she shall keep membership lists and the corporate membership book current. The treasurer will issue a roster of members to all the members of the corporation at least once a year. Further, he/she shall report new memberships or the discontinuance of prior memberships to the secretary and the editor of the corporate newsletter.

E. The elected at-large trustees shall be ranked in order of the dates at which their terms expire with the at-large trustee whose term expires earliest being the fifth ranking officer of the corporation and so on with the trustee whose term expires latest being the eighth ranking officer of the corporation. The immediate past president shall be the ninth ranking officer of the corporation.

History: Amended eff. 12-13-2008

ARTICLE TEN: Terms of Office and Elections

The terms of office of all officers shall be one (1) year. The term of the elected at-large trustees shall be four (4) years. No person shall be elected to serve in the same office or trusteeship for more than two (2) consecutive terms.

The elected trustees-at-large shall serve staggered terms with one seat on the board being open each year. The IPP shall serve until the currently serving president completes his term in that office and is replaced by a successor at general election. The initial at-large trustees shall serve until their terms would have otherwise expired had incorporation not occurred.

In August of each year the president shall consult with the other trustees and he/she shall appoint a Nominating Committee. The Nominating Committee shall be composed of at least three (3) members, at least one of whom is not a current trustee. The committee shall present at the October general meeting nominations for the elected officers and the at-large trustee position up for the election that year. At least one name for each post to be filled shall be presented by the committee. At the October meeting nominations from the floor will be accepted, but at the end of that meeting nominations will be closed. The list of nominations will then be published in the next issue of the corporate newsletter and prior to the next general meeting. The officers and trustee-at-large shall be elected at the December general meeting and take office the January 1st following.

If any of these dates is not met, the completion of nominations and elections shall be old business at every general meeting thereafter until completed, and be the first order of old business excepting only the election of trustees to fill current vacant unexpired terms.

If, at any time before the natural expiration of the term of office of any officer or at-large trustee, that person is unable or unwilling to continue to serve or finish his/her term of office, then until the vacancy is filled, the first item of old business at each general meeting will be to accept nominations and to set a date to elect a member to fill the vacancy. The person elected to fill the vacancy shall serve in office until the term of the person who previously held the office expires as scheduled.

In the event of a vacancy in the position of IPP, then his/her immediate predecessor in the presidency shall be offered the position on the Board of Trustees. In the event the predecessor is unable or unwilling to serve or is currently holding another elected position, the position shall be declared vacant. It will then be open to any member by election as would any other vacancy in the at-large trustee position(s). Pursuant to above procedures, a member shall be elected to fill that position. The person who takes office under either procedure shall serve only until the current president succeeds to the position in accordance with this Constitution.

History: Amended eff. 12-13-2008

ARTICLE ELEVEN: Meetings of the Corporation

There shall be only three types of meetings in this corporation: general meetings of the membership, special meetings of the membership, and meetings of the Board of Trustees. There shall be at least six (6) general meetings each year to consider whatever business the president or any member may wish to bring to the corporation and to consider nominations and elections when necessary. Special meetings shall occur only when specifically called by the president, the trustees, or the membership as described below. The order or petition calling for the special meeting shall specifically limit the agenda for the meeting to selected topic(s). The Board of Trustees shall meet at least eight (8) times each year to consider the general business of the corporation as set forth elsewhere in the articles.

The president shall call at least the minimum number of general and board meetings and may call additional meetings of any type at any time he/she decides they are needed. Trustees may call for special or board meetings by presenting a petition for that purpose signed by at least four (4) members of the Board of Trustees to the secretary. The general membership may call special meetings by presenting a petition for that purpose signed by at least one-fifth (1/5) of the membership or eight (8) members, whichever is greater, to the secretary.

The secretary must provide notice of at least seven (7) days to all members for general and board meetings and fourteen (14) days for special meetings. Failure to provide

the adequate notice will require rescheduling of said meeting at the earliest possible date for which proper notice may be given. The president must set the location of all meetings at a site within thirty-five (35) miles of the principal office of this corporation and notify the secretary of the chosen site.

A quorum for the conduct of business at a general or special meeting of the corporation shall be one-tenth (1/10) and one-fifth (1/5), respectively, of all current dues-paying members in-good-standing of the corporation. A majority of those voting shall decide issues, a quorum being present. Amendments, as detailed elsewhere in these Articles and the Constitution and By-Laws, may have differing quorums and voting requirements. A quorum for the conduct of business at a board meeting shall be five (5) trustees. Unless otherwise specified elsewhere, decisions of the trustees shall be by a majority of those voting, a quorum being present. The president may vote on all questions. In roll call votes, voting shall be alphabetical among the membership, and in reverse order of the rank among trustees.

History: Amended eff. 12-13-2008

ARTICLE TWELVE: Emergency Provisions

The corporation, its officials, and its members shall abide by any emergency regulations adopted by the membership or the trustees should an emergency exist as defined in division (U) of section 1701.01 of the Revised Code of Ohio. Further, the corporation, its officials, and its members agree to follow all applicable segments of law relating to declared emergencies, including divisions (c) through (g) of section 1702.11 and division (c) of section 1701.11 of the Revised Code of Ohio.

ARTICLE THIRTEEN: Amendments To The Corporate Records

The minutes, communications, and other legal documents of the corporation excepting these Articles, and the Constitution and By-Laws, may be amended by the trustees at any board meeting, or the membership at any general meeting, by a majority of those present and voting, provided a quorum is present. The minutes of any meeting may be amended only at a subsequent meeting of the same type.

ARTICLE FOURTEEN: Amendments to the Articles

These Articles may be amended at any time following ratification by the membership in a manner described below and in accordance with procedures adopted by the Secretary of State of Ohio.

Proposed amendment(s) to the Articles must be presented in writing at a general meeting or at a special meeting (called for that purpose), or presented to the membership by electronic notice through any digital communications system maintained by the corporation and made available to all members in good standing. The secretary will read the amendment(s) at the time they are introduced and then they will automatically be tabled until the next general meeting or special meeting (called for that purpose). In the

meantime, the secretary shall provide proper notice of the meeting at which the amendment(s) are to be considered and notify all members in writing, or by electronic notice through any digital communications system maintained by the corporation and made available to access by all members in good standing of the text of the proposed amendments at least seven (7) days prior to the meeting at which the amendment(s) are to be considered.

If two-thirds (2/3) of the members present at the meeting at which the amendment(s) are to be considered vote in favor of such amendment(s), then these Articles shall be so amended provided that ten (10) members or one-fourth (1/4) of the membership of the corporation, whichever is greater, is present at the meeting. If a quorum, as noted above, is not present, then voting on the amendment(s) shall be held over until the next general meeting or special meeting (called for that purpose), and so on indefinitely, with proper notice by the secretary (as described above in the second paragraph of this Article) at each delay.

History: Amended eff. 12-13-2008

ARTICLE FIFTEEN: Constitution and By-Laws; Notice Requirements

The corporation will be governed by a Constitution and By-Laws as adopted henceforth. For purposes of the corporation's Articles of Incorporation, Constitution, and By-Laws, any provision requiring the dissemination of "notice" to the members of the Board of Trustees or of the corporation shall be defined as the use of any of the following methods: a writing deposited in the U.S. Postal Service, postage prepaid, electronic notice that provides individual delivery of electronic messages ("Email") delivered or transmitted through any digital communications system maintained by the corporation and made available to access by all members in good standing. It shall be the duty of the members of the Board of Trustees and all general members of the corporation to provide to the corporation a valid electronic address to receive electronic notices. A member's failure to maintain a valid electronic address shall automatically result in a waiver of the member's right to assert any claim against the corporation, its officers, trustees, administrative officers, committee members, agents, or employees, on account of any actions undertaken by them that these Articles, the Constitution and By-Laws require the giving of notice prior to undertaking such actions.

The corporate newsletter shall likewise be transmitted in electronic form in a format in common use to the corporation's members through the use of any electronic distribution service that provides individual delivery of electronic messages ("Email") delivered to or transmitted through any digital communications system maintained by the corporation and made available to access by all members in good standing. It shall be the responsibility of all members to provide the corporation with a valid address to receive email. A member may opt to receive the corporate newsletter through the U.S. Postal Service in lieu of electronic distribution by notifying the Treasurer in

writing. The corporation may impose a surcharge for postal service delivery at a rate to be determined at least annually at a regular or special meeting of the Board of Trustees.

History: Amended eff. 12-13-2008

ARTICLE SIXTEEN: Ratification Of The Articles

These Articles must be ratified by the signatures of a majority of the initial dues-paying members in-good-standing of the corporation. It is agreed by those so ratifying that this mechanism shall satisfy any other requirements for the ratification set forth elsewhere in the law or other documents. These articles will take effect immediately upon ratification. The secretary will then file articles with the Secretary of State of Ohio according to sections 1702.01 et{.} seq. of the Revised Code of Ohio.

We, the undersigned, hereby ratify the above Articles of Incorporation.

SIGNATURE DATE TYPED NAME

1. (signed) 3/14/81 RONALD L. RAVNEBERG
2. (signed) 3/14/81 JAMES M. PACE
3. (signed) 3/14/81 LAVERNE E. HOVLAND
4. (signed) 3/14/81 Al Schantz
5. (signed) 3/14/81 Charles R. Schremser
6. (signed) 3/14/81 DANNY SAGSTETTER
7. (signed) 3/14/81 Roy Meyers
8. (signed) 3/14/81 Jay Elkes
9. (signed) 3/14/81 BRENT A. ARCHINAL
10. (signed) 3/14/81 DOUGLAS B. WEREB
11. (signed) 3/14/81 Dan Hodges
12. (signed) 4/11/81 JAMES W. RICE
13. (signed) 4/11/81 DAVID M. WEANER
14. (signed) 4/11/81 Charles E. Hafey
15. (signed) 4/22/81 Mike N. Malcosky
16. (signed) 5/09/81 Steven T. Hipes
17. (signed) 5/09/81 JANE GANN
18. (signed) 5/09/81 Mark Mattox
19. (signed) 5/09/81 JOHN MCLAUGHLIN
20. (signed) 5/09/81 DALE E. HANCOCK
21. (signed) 5/09/81 JACK HOCK
22. (signed) 5/09/81 Wilkie K. Cirker
23. (signed) 6/01/81 James W. Purcell
24. (signed) 6/07/81 Mike Purcell
25. (signed) 10/10/81 Scott Manning
26. (signed) 2/13/82 Roberta M. Burns

Note that the "typed names" were all printed by the signatories.

Adopted July 1, 1981

As amended February 2, 1985

As amended December 13, 2008

THE CONSTITUTION OF THE COLUMBUS ASTRONOMICAL SOCIETY

ARTICLE ONE: Dues and Membership

Anyone interested in astronomy is eligible for general membership by virtue of paying dues. There shall be only the following classes of general members: Adult, Under 18, Family, Supporting, Corporate, Patron and Life. An adult member may be anyone over 18 years of age. Family

membership shall include only those immediate relations living at the same address.

All members shall receive one subscription to the corporate newsletter except as noted below. Each family member above two, listed on the membership rolls for the purpose of voting at corporate meetings, shall be required to pay dues additional to that of the normal Family dues rate equivalent to the subscription rate of the corporate newsletter. The family dues rate shall be set marginally above that for adult members. Each family member listed on the membership rolls for the purpose of voting shall have the same privileges as an adult member.

Patron members shall have the same privileges as adult members, but shall pay a substantially higher dues rate, to be established by a majority vote of the Board of Trustees, with or without a quorum, from time to time.

Under 18 members shall have the same privileges as an adult member but shall pay a lower dues rate set close to the actual cost of services provided to each member rather than the general expenses of the corporation.

Supporting members shall have the same privileges as Adult members but shall pay a dues rate approximately double that of a Patron member. The corporation may offer such additional periodicals and benefits to Supporting members as may be available and as determined by the membership.

Corporate members shall be available to other groups, organizations, and corporations as may desire to support the purpose and goals of this corporation. Corporate members shall have the same privileges as Support members, along with additional benefits to be determined by the membership. Corporate members shall pay a dues rate approximately four times that of a Patron member.

Life members shall have all of the privileges of Supporting and Patron members, and in exchange for a one-time dues payment, shall not be required to pay annual dues to the corporation.

The rolls of honorary members shall be modified and maintained by the "at-large trustees. Honorary members cannot be required to serve on a committee. They shall be entitled to one subscription to the corporate newsletter, but shall not have a vote in corporate affairs. Honorary members shall pay no dues. Dr. J. Allen Hynek shall be the only Honorary Life Member.

Dues for each class shall be set at least annually by a vote of the membership upon recommendation of the Board of Trustees.

The voting rights of all members except as noted above, shall be the same without regard to dues classification in all corporate matters.

History: Amended eff. 12-13-2008

ARTICLE TWO: Bonding And Insurance

The Treasurer and any other official authorized to sign checks shall be bonded. The Board of Trustees shall obtain general liability insurance and property insurance as is necessary to protect the corporation, its officials, its members and its property.

ARTICLE THREE: Impeachment, Censure, and Removal from Office

If, during the term of office of any officer or trustee, it is the opinion of one or more officers, at-large trustees, or general members that any officer or at-large trustee has not discharged his/her duties properly as prescribed by the Articles of Incorporation, the Constitution or By-Laws of the corporation, then such member or members (known as "relator(s)") may make a motion to "impeach" at a general meeting of the corporation. A motion to impeach shall require at least one second. The members of the society shall discuss the nature of the charges, only, at the meeting, and action postponed on that motion until the next general meeting. The secretary shall inform the member or members so charged (known as "respondent(s)") (or another member shall do so if the secretary is charged) in writing and the membership through the corporate newsletter that such a motion has been made, the notification shall meet the qualifications specified in the Articles for amendments to that document. The respondent(s) shall prepare and/or instruct another person to prepare a defense of the charges to be presented at the next meeting. If more than one respondent is charged in a motion to impeach, each respondent shall be entitled to a separate defense by giving oral notice before adjournment of the meeting in which the motion is brought, or in writing given to the Secretary (or the Vice-President, if the Secretary is a respondent) not less than seven (7) days prior to the general meeting in which the motion will be considered. At that meeting in which the motion "to impeach" is considered, the membership shall debate the motion and charges, with the relator(s), the respondent(s), his/her/their defense representative(s), and interested members being given the opportunity to speak. For purpose of hearing the charge(s) and considering the defense, a chair and secretary *pro tempore* shall be elected prior to the commencement of the proceeding to preside at and compile a record the proceedings, respectively, at the meeting (or part thereof) at which the motion is considered. Neither the chair nor the secretary *pro tempore* may be currently serving as a member of the Board of Trustees of the corporation. After all parties have been permitted to speak, then debate on the charges may be closed at anytime by the chair *pro tempore*. The general members then attending shall decide whether to overrule or sustain the motion to impeach. A quorum for ruling on the motion shall be one-fourth (1/4) of the current voting membership of the corporation. If a quorum is not obtained after two consecutive meetings, the motion to impeach shall summarily be dismissed, but may be reintroduced against the respondent(s) at a subsequent general meeting held at least one hundred twenty (120) days following summary dismissal in accordance with the procedure contained in this Article. An affirmative vote of at least two-thirds (2/3) of the general members then attending, a quorum being present, shall be required to sustain the motion to impeach; otherwise, the motion is deemed to be overruled. If the motion should be overruled, then a motion to impeach may

not be reintroduced against the respondent(s) for a period of not less than one hundred twenty (120) days from the date of the general meeting in which the motion to impeach was overruled. During the period between the general meetings in which the motion to impeach is made and heard, the official so charged shall continue in office. If the motion should be sustained, then the impeached official may be "censured", "removed from office", or "acquitted". Upon an affirmative vote of impeachment, proceedings shall be suspended until the following general meeting (or at least one month until a special meeting if there is no general meeting that month). Proceeding shall resume with the same chair and secretary *pro-tempore* (another chair or secretary *pro tempore* may be elected if either is absent). A quorum for deciding which action to take shall be one-fourth (1/4) of the current voting membership of the corporation. If a quorum is not present, then a delay of one month in resumption of the proceedings shall occur. If a quorum is not present the following month, then the official shall be summarily "acquitted". Limited debate shall be permitted at these proceedings with each relator and respondent present being permitted to speak at most twice. Following debate, a verdict will be considered. First, a decision to "remove from office" will be considered. If at least two-thirds (2/3) of those present vote in favor of this option, a quorum being present, then the official so charged shall immediately lose his/her office and the office shall be declared vacant. Provision for filling that vacancy shall immediately take effect. The convicted official shall be ineligible for any elected corporate office for a period of twelve (12) months. Should a sufficient number fail to vote for "removal from office", then a vote to "censure" shall be considered immediately. If a majority of those present vote in favor of "censure" then the respondent(s) shall remain in office but shall be prohibited from further actions such as those for which he/she was charged. A notice giving the charges and the action of "censure" shall be printed in the next issue of the corporate newsletter. Should the motion to "censure" fail, then the official shall stand "acquitted." In the case of acquittal, the official shall remain in office and another impeachment motion may not be reintroduced for a period of one hundred twenty (120) days. No subsequent motion to impeach shall be refiled against any respondent(s) that contain the same charges or specifications presented in a motion to impeach that was overruled or that resulted in acquittal.

History: Amended eff. 12-13-2008

ARTICLE FOUR: By-Laws

The corporation shall be governed by By-Laws as adopted henceforth.

ARTICLE FIVE: Amendments to the Constitution

Proposed amendments to this constitution must be presented in writing at a general meeting (or special meeting called for that purpose), read by the secretary at such meeting, and are automatically tabled until the next general meeting (or special meeting called for that purpose). In the meantime, the secretary shall notify all

members in writing, or presented to the membership by electronic notice through any digital communications system maintained by the corporation and made available to all members in good standing, at least seven (7) days before the next regular meeting, of the proposed amendment(s). If two-thirds (2/3) of the members present at the meeting at which amendments are to be considered, vote in favor of such amendment(s), then this constitution shall be so amended provided that ten (10) members or one-fourth (1/4) of the membership of the corporation, whichever is greater, are present.

History: Amended eff. 12-13-2008

ARTICLE SIX: Ratification of the Constitution

This constitution shall be ratified by an affirmative vote of at least two-thirds (2/3) of the current voting membership present at the first (or succeeding meetings if a quorum is not present) meeting following incorporation. This meeting shall have a quorum of ten (10) members or one-fourth (1/4) of the current dues paying members in-good-standing of the corporation, whichever is greater. The constitution shall go into effect immediately following ratification. If such a quorum is not present, then the voting on ratification shall be held over until the next general meeting (or special meeting called for that purpose), and so on indefinitely, with proper notification by the secretary at each delay.

Approved November 14, 1982

As amended December 13, 2008

THE BY-LAWS OF THE COLUMBUS ASTRONOMICAL SOCIETY

ARTICLE ONE: Administrative Officers

There shall be six (6) Administrative Officers of the corporation, namely:

- A. LIBRARIAN
- B. EDITOR
- C. HISTORIAN
- D. PROPERTY OFFICER
- E. WEBMASTER
- F. EMAIL LIST SERVER OWNER

Administrative officers shall be appointed by the president, shall serve at his/her pleasure, and their terms shall end with the term of the appointing president. Unless specifically provided otherwise, the administrative officers shall report to the president, who shall periodically report on their activities to the Board of Trustees. Administrative officers shall not be members of the Board of Trustees unless he/she is a currently serving board member.

History: Amended eff. 12-13-2008

ARTICLE TWO: Duties of Appointed Officers

A. LIBRARIAN shall keep the corporation's collection of books and shall be responsible for their safety and making them available for loan to members under the library rules adopted by the corporation.

B. The EDITOR shall be responsible for preparing and issuing the corporate newsletter on a monthly basis to all members containing items of interest to amateur astronomers, information on telescope making and

suppliers of new parts, news of members of the corporation, and news of meetings and events of the corporation.

C. The HISTORIAN shall keep the old records of the society, a file of photographs of historical interest, and a chronicle, and shall be prepared to write a unified history of the corporation upon need.

D. The PROPERTY OFFICER shall maintain complete records of all property of the corporation and its holders thereof. He shall give an inventory report annually.

E. The WEBMASTER shall maintain the corporation's internet home page on a current basis, by adding and/or deleting content in order to keep the members informed of rapidly developing events in astronomy, the corporation's affairs, and to provide information to the general public consistent with the mission of the corporation. The functions of Webmaster may also include management of the electronic files uploaded by officers, trustees and members to web sites owned, operated, or maintained by the corporation for the use and benefit of the membership. The Webmaster shall assist the Secretary in distributing notices as required by the corporation's Articles of Incorporation, Constitution, and By-Laws to the members, by electronic or digital methods, as may be permitted by the corporation's organizational documents as identified in this paragraph.

F. The EMAIL LIST SERVER OWNER shall have plenary authority to manage and moderate the corporation's electronic mail, message board(s), forums, and other active means of electronic communications among the members of the corporation. The Email List Server Owner may appoint moderators to assist him/her in the discharge of duties consistent with the rules of use of any web sites owned, operated or maintained by the corporation for such purpose. The offices of Webmaster and Email List Server Owner may be combined for administrative convenience at the discretion of the president. In the event that the previously described offices are combined, the person holding both offices shall be known as the "Electronic Media Officer." Depending on the web site used for the email list service and file maintenance service, the president in his discretion may assign the duties of file management to the Webmaster or Email List Server Owner, as he/she may determine to be the most efficient manner of administration. The Email List Server Owner shall assist the Secretary in distributing notices as required by the corporation's Articles of Incorporation, Constitution, and By-Laws to the members, by electronic or digital methods, as may be permitted by the corporation's organizational documents as identified in this paragraph.

History: Amended eff. 12-13-2008

ARTICLE THREE: Special Committees and Officers

The president shall have the authority to appoint special officers and special committees to meet special conditions as they arise. Such officers and committees and the terms of persons appointed to them shall end with the term of the appointing president.

ARTICLE FOUR: Minutes of Committee Meetings

The secretary shall not be responsible for keeping the minutes of committee meetings. These shall be the responsibility of the committee chair, or a committee secretary should one exist. History: Amended eff. 12-13-2008

ARTICLE FIVE: Authority in Disputes

A) The final authority in the settlement of disputes in business meetings shall be Robert's Rules of Order Revised.

B) The administrative officer charged with authority to moderate the use of the corporation's electronic messaging services shall have full discretion and the widest possible latitude in maintaining civility in communications between members, and between members and the general public; preventing abuse of the corporation's rights and privileges in and to the use of its or third party owned systems, and enforcing laws, regulations and contractual rules of use of the media. To that end, any member who uses the benefit of the electronic message services sponsored, owned, or provided by the corporation, agrees to abide by the rules of use of the corporation and any third party provider, and all applicable federal, state and local laws.

C) In the event a dispute arises as to the administration of the corporation's electronic messaging systems, file storage or other computer services, where the penalty imposed on a member involves the denial of access, use or other benefit of the systems owned, maintained or provided by the corporation, for a period that exceeds thirty (30) days, the aggrieved member shall have the right to appeal to the vice-president, who shall have the authority to affirm, reverse or modify the penalty imposed. The decision of the vice-president shall be final and binding.

History: Amended eff. 12-13-2008

ARTICLE SIX: Adoption and Amendment

These By-Laws shall be in effect, the Constitution having been adopted previously, when approved by a majority of those present and voting, provided one-fifth (1/5) of the dues-paying members is present. An amendment to these By-Laws may be proposed at any general business meeting and shall be tabled until the next regular business meeting. The text of the amendment(s) shall be published in the corporate newsletter before the general business meeting. If a quorum of one-fifth (1/5) is obtained at that meeting, then a majority of those present and voting shall decide the question.

Approved November 14, 1982

HISTORY OF ABOVE DOCUMENTS

The Constitution and By-Laws of the Columbus Astronomical Society were originally written in 1955, and ratified January 1, 1956. In the late 1970's it became apparent that Articles of Incorporation were needed, and that the above documents would need rewritten, to allow the society to incorporate and obtain tax-free status. The Articles were written, and the Constitution and By-Laws rewritten by Robin K. deSantos in the Spring of 1980, and

were revised at two society meetings (in June and July of 1980).

The ratification of the Articles began in the Spring of 1981, with ratification completed (due to a drop in membership) on July 1, 1981. Some slight changes were made in September, 1982 at the request of the Ohio Secretary of State's office, and (part of) the Articles were filed on December 3, 1982, thereby incorporating the Columbus Astronomical Society as a not for profit corporation in the state of Ohio.

The Constitution and By-Laws were changed slightly (to eliminate references to Sky & Telescope magazine), printed in the November, 1982 issue of Prime Focus, and ratified at the November 14, 1982 meeting.

The only amendment to these documents thus far was to Article Two of the Articles of Incorporation, when the address of the corporation was changed. This amendment was proposed at the meeting of January 12, 1985, and passed at the meeting of February 2, 1985. It apparently has yet to be filed with the Ohio Secretary of State.

B. Archinal

May 8, 1985

History of 2008 Amendments

In the face of new challenges, ever-increasing demands, and a much larger membership, a perception arose that the Articles, Constitution and By-laws required a review. It was believed that the onset of electronic communications required modernization of the club's communications practices in order to reducing expenses and take advantage of new media, clarifying apparent contradictions and resolving conflicts between provisions, amendments to these documents would enable a more efficient functioning of the club's management practices. The 2008 amendments changed the original versions as follows:

Officers and Trustees: enhanced definitions of the elected and administrative office holders; duties of board members; procedures to fill vacancies should the need arise; realignment of elections to conform to established custom; formal creation of some administrative officers (appointed volunteers) to handle electronic communications needs.

Definitions: clarify definitions of the minimum number of board members present and voting at board meetings to approve basic club operating tasks; inclusion of better and practical definitions of board members, their duties, terms, board meetings, board quorums, voting requirements; clarification and simplification of the process of discipline of elected officers.

Communications: authority for use of digital communications as an approved method of notification and conducting various aspects of the society's business needs; clarification of any disputes that may arise through the use of club benefits such as online discussion forums.

Expenses: enhanced and modernized definitions for maintaining smooth operation and consistent management of the club's finances; inclusion of a modest increase of the presidential spending limit in recognition of increases in costs since 1998, the last time the limit was raised, in order

to better fit the current economic times; addition of more membership options to facilitate fund raising.

Ted Saker, trustee at large and former secretary of the society, drafted the amendments during the summer of 2008 and presented them for review to the Board of Trustees at the regular board meeting in September, 2008. The board adopted a resolution recommending ratification. The amendments were published in the October, 2008 issue of *Prime Focus*, presented at the November, 2008 general meeting and ratified by a nearly unanimous vote at the December, 2008 general meeting.

December 14, 2008