

ARTICLE I - NAME-PURPOSE-LOCATION

SECTION 1: NAME AND LOCATION - The name of this Society shall be the Milwaukee Astronomical Society, and its location shall be in the city of Milwaukee, County of Milwaukee, State of Wisconsin.

SECTION 2: PURPOSE - The purpose of this Society shall be to promote the study of astronomy and allied sciences and foster a public interest in astronomical subjects; give and sponsor public lectures; subscribe for and publish literature calculated and intended to diffuse information regarding astronomy and astronomical discoveries; purchase, lease, and otherwise acquire real estate for the purpose of erecting one or more astronomical observatories and all necessary auxiliaries thereto; conduct astronomical researches; cooperate with other educational institutions; conduct private meetings and public forums for scientific study and discussion; receive and accept gifts of land, goods, funds, and materials in order to advance the general purpose of the corporation, and to foster a spirit of fellowship among the members.

SECTION 3: NATIONAL AFFILIATION - The Board of Directors may, in its discretion, affiliate the Society with any national or other group, such as, for example, the Astronomical League, if the judgment of the said Board, the interests of the Society will be advanced thereby.

ARTICLE II - MEMBERS

SECTION 1: CLASSES OF MEMBERSHIP - Members shall be divided into the following four classes, with voting and office holding privileges residing in the first three:

REGULAR MEMBERS are those members who live within the political boundaries of the Wisconsin counties of Milwaukee, Waukesha, Washington, or Ozaukee, or who partake in activities at the Milwaukee Astronomical Society Observatory in New Berlin, Wisconsin on a regular basis, and who do not meet the qualifications for Junior Membership.

HONORARY MEMBERS are those who, because of scientific eminence and interest in the work of the Society, shall be elected to honorary membership.

FOUNDER MEMBERS are those who show an interest in the Society by donating a sum of money or an amount of property deemed by a majority of the Board of Directors to be sufficient to entitle the said persons to this class of membership.

NON-RESIDENT MEMBERS are those who do not live within the political boundaries of the Wisconsin counties of Milwaukee, Waukesha, Washington, or Ozaukee, and do not partake in activities at the Milwaukee Astronomical Society Observatory in New Berlin, Wisconsin on a regular basis, and who do not meet the qualifications for Junior Membership.

SECTION 2: JUNIOR MEMBERS - The Board of Directors is authorized to arrange for a class of Junior Membership, and to determine the qualifications, leadership, and dues thereof.

SECTION 3: Application for membership must be made in writing and be accompanied by the annual dues for the class of membership desired. Each application must bear the approval of the membership committee and be presented by the committee to the Board of Directors for action.

ARTICLE III - MEETINGS OF MEMBERS

SECTION 1: MEETINGS - There shall be an annual meeting at a time to be selected by the Board of Directors to meet at the maximum convenience of the members, and which shall be held, if possible, in March, April, or May. Monthly meetings shall be held at times to be determined by the Board of Directors, but the said Board may omit or change the date of any meeting on account of other activities of the Society, or for any reason. A special meeting may be called at any time by order of the Board of Directors, or by order of the President or Acting President, and such special meeting shall be called by the Secretary upon request of ten percent of the regular members.

SECTION 2: QUORUM - Twenty members in good standing shall constitute a quorum. If a quorum is not present on the date first appointed for the transaction of business, the meeting shall be adjourned for one

week and a second notice shall be sent to all members, and those members present at the time and place fixed in such second notice shall constitute a quorum for the transaction of all business.

SECTION 3: POWER OF MEETINGS - At any meeting the members may decide upon any question of interest to the society, and upon appeal of two members may reverse any decision of the Board of Directors. If notice of the meeting shall have specified the question to be considered, the members at such meeting by three-fourths vote of the members present, remove any officer or member of the Board of Directors and fill the vacancy caused by such removal.

ARTICLE IV - DUES

SECTION 1: REGULAR MEMBERS - Each regular member shall pay established annual due which shall entitle him to participate in a group subscription to a national astronomical publication. Any relative of a regular member residing at the same address may, upon payment of an established minimal annual dues, secure all privileges of regular membership except subscriptions and publications.

SECTION 2: NON-RESIDENT MEMBERS - Each non-resident member shall pay established annual due which shall entitle him to participate in a group subscription to a national astronomical publication.

SECTION 3: HONORARY AND FOUNDER MEMBERS - Honorary and Founder members shall not be required to pay dues, but shall pay for the group subscription to a national astronomical publication, plus an amount to cover the Society's mailing cost.

SECTION 4: DUES PAYABLE - In the case of renewing members, all dues are payable by the first day of September of each year. In the case of new members, dues shall accompany applications; whenever a new member joins on or after December first, the Treasurer shall be authorized to pro-rate, on a monthly basis, that portion of the first year's dues which are not applied on a group subscription. Dues may be changed only by majority vote at a membership meeting with at least a one (1) month notice.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1: NOMINATION - There shall be a Board of Directors which shall consist of eleven (11) members to be elected by the Society and, in addition, of all Founder Members. With the exception of Founder Members, such members of the Board of Directors shall be elected following nomination at a regular meeting the purpose of which shall have been announced. Any member unable to attend such meeting who desires to make any nomination or nominations may do so by mail, addressed to the President or Secretary.

SECTION 2: ELECTION - With the exception of the first selection (which, under a previous action of these by-laws was to be for three members for one year, four members for two years, and four members for three years) all Directors (except for Founder Members) shall be elected for three (3) year or to fill an unexpired term. Election shall be by ballot or acclimation at the time, as the Society may determine. Directors who have served two (2) consecutive terms shall be ineligible to succeed themselves for a period of one year.

SECTION 3: MEETINGS OF THE BOARD - A meeting of the Board of Directors shall be held immediately upon their election at the annual business meeting of the Society and thereafter the board shall meet at least once a month (This meeting may precede the regular monthly meeting of the members if so desired). At all meetings of the Board, seven members shall constitute a quorum. Special meetings of the Board may be called by the President or by any three (3) Directors.

SECTION 4: POWERS AND DUTIES OF THE BOARD - The Directors or executive officers shall manage the affairs of the Society in accordance with the law, the articles of organization, and these by-laws. It shall be their special duty:

- (a) To act on all applications for membership.
- (b) To act upon the expulsion of members.
- (c) To fill vacancies in the Board of Directors or executive officers until the election to fill such

- vacancies.
- (d) To make recommendations to the members at the regular meetings relative to matters which in their opinion the members should decide. (The Directors may remove from office any Director, officer, or member who violates the law, the articles of organization, or these bylaws or for any other good and sufficient reason.) Should a Director absent himself without good cause for three (3) consecutive meetings of the Board, his directorship shall be declared vacant by the Board of Directors.
 - (e) To determine the method of construction of any observatory owned by the Society, and provide for its financing, and determine its general policies, the details of management, however, to be left to the judgment of the Observatory Director who shall be appointed by the Board of Directors, and, by two-thirds vote, to declare vacant the position of Observatory Director at any time.

SECTION 5: TEMPORARY OFFICERS - During the absence or disability of any officer, the Board of Directors may appoint another member to act temporarily in his stead.

ARTICLE VI - ELECTIVE OFFICERS

SECTION 1: ELECTIONS AND VACANCIES - Immediately following their election at each annual meeting of the Society, the Directors shall convene and elect a President, Vice President, Secretary, and Treasurer for the ensuing year who shall serve until successors are elected. Any of these officers, who is not already a member of the Board of Directors, shall ex-officio become a member of the said Board. Whenever any vacancy shall occur in any such office, the Directors shall as soon as possible, fill such vacancy by election for the unexpired term.

SECTION 2: PRESIDENT - The duties of the President shall be to preside at all meetings of the Board of Directors and of the members and to have a general supervision of the affairs of the Society.

SECTION 3: VICE-PRESIDENT - The principal duties of the Vice-President shall be to discharge the duties of the President in the event of absence or disability, for any cause whatever, or the latter.

SECTION 4: SECRETARY - The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the Corporation, affix the seal of the corporation thereto, and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and the monthly meetings of the members, and to safely and systematically keep all books, papers, records, and documents belonging to the Society, or in any wise pertaining to the business thereof.

SECTION 5: TREASURER - The principal duties of the Treasurer shall be to keep and account for all moneys, credits, and property, of any and every nature, of the Society, which shall come into his hands, and keep an accurate of all moneys received and disbursed, and of money and property on hand, and generally of all matters pertaining to this office, as shall be required by the Board of Directors.

SECTION 6: The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the Society.

ARTICLE VII - COMMITTEES

SECTION 1: STANDING COMMITTEES The newly elected President shall immediately upon election, appoint the chairmen of the following standing committees:

- Program Planning Committee
- Publicity Committee
- Membership Committee
- Observatory Committee

SECTION 2: TEMPORARY COMMITTEES - The President shall appoint chairmen of such temporary committees as may be required from time to time, upon direction of the Board of Directors, from the members of the Society. These committees, which are appointed, will serve until they are discharged by the

Board.

SECTION 3: Each committee chairman, immediately upon receiving his appointment, shall select at least two members from the society to serve with him on his committee.

SECTION 4: No one member of the Society or Board of Directors shall hold more than one committee chairmanship although any member may serve on more than one committee.

ARTICLE VIII - OBSERVATORY

SECTION 1: CONSTRUCTION AND MAINTENANCE - The Board of Directors shall have full control over the construction and maintenance and operation of any Observatory owned by the Society, the details of management, however to be left to the judgment of the Observatory Director assisted by the Observatory Committee.

SECTION 2: OBSERVATORY DIRECTOR - The immediate management of any Observatory owned by the Society shall be in the hands of an Observatory Director who shall be appointed by the Board of Directors for a term of three (3) years, but whose office may be declared vacant at any time by a two-thirds vote of the Board of Directors. When not already a member of the Board of Directors, said Observatory Director shall ex-officio become a member of said Board. The Observatory Director shall perform his duties subject to such regulation as the Board shall prescribe. The Observatory Director shall appoint such assistants as he may find necessary and shall prescribe their duties.

SECTION 3: OBSERVATORY COMMITTEE - The Observatory Committee shall assist and advise the Observatory Director, but shall not be clothed with any authority to direct action or policies, and in case of any differences of opinion between the Observatory Director and the Observatory Committee, neither shall be authorized to overrule the other but such differences shall be submitted to the Board of Directors for final determination.

ARTICLE IX - AMENDMENTS

SECTION 1: AMENDMENTS TO THE BY-LAWS - These by-laws may be amended by majority vote of all members present at any regular meeting.

SECTION 2: AMENDMENTS TO THE ARTICLES OF ORGANIZATION - The Articles of Organization may be amended by vote of one-half of all regular members of the Society.

ARTICLE X - ENDOWMENT FUND

SECTION 1: The Society shall establish and operate an Endowment Fund (herein referred to as "the Fund"). The principal balance of the Fund is permanently fixed at the sum of \$40,000 plus the sum of additional donations made on behalf or by the bequest of the past and present Society members, or from sources outside the Society and specifically designated for the fund. The principle balance may be drawn down below this amount only in the event the Society experiences severe financial distress, which shall be determined by a two-thirds members vote of the Society's members holding Regular, Non-Resident, and Founder status (one vote per family).

SECTION 2: Administration of the Fund shall be performed by the Society's Treasurer, with the knowledge and consent of the Board of Directors. The Fund's principle and interest balances shall be invested in financial instruments at the discretion of the Board of Directors. The sum of all investments comprising the Fund shall not be less than the previously stated fixed balance.

SECTION 3: The Treasurer shall provide a report on investments, earnings, deposits, and withdrawals within the Fund at least once per fiscal year to the Board of Directors and the Membership.

SECTION 4: Interest and/or dividends accumulated through investment of the Fund's principle shall be available to finance projects relating to the Society's Observatory including construction and/or purchase

and/or maintenance expenses of buildings, real estate, instruments or related astronomical equipment, or equipment used to maintain any of these alternatives at the discretion of the Board of Directors.