

Amended and Restated Articles of Incorporation of Minnesota Astronomical Society

The undersigned, being of legal age, for the purpose of now invoking the rights and responsibilities pursuant and subject to the provisions of the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, do hereby amend the aforesaid nonprofit corporation and adopt the following amended and restated Articles of Incorporation:

Article I – Name of Organization

The name of the nonprofit corporation shall be Minnesota Astronomical Society (hereinafter “Corporation”).

Article II – Registered Office Address and Mailing Address

Corporation’s registered office address shall be:

Minnesota Astronomical Society
[REDACTED]
[REDACTED]

Corporation’s registered mailing address shall be:

Minnesota Astronomical Society
P.O. Box 14391
Minneapolis, MN 55414

Article III – Purpose

Corporation is organized exclusively for charitable, religious, educational, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of Corporation is educational and charitable:

- Educational: To instruct the public about astronomy through observational and informational platforms, lectures, forums, discussion groups, classes, publications, and other celestial observation events.

- Charitable: To advance education by establishing and maintaining observational and informational facilities for the benefit of the community, seeking to enhance community knowledge about and involvement in astronomy, and promoting camaraderie through mutual interest in astronomy.

Article IV – Exemption Requirements

Section 1. Restrictions. At all times, the following shall operate as conditions restricting the operations of Corporation:

- A. Corporation's service to the community shall be unrestricted based on considerations of disability, national origin, race, color, creed, gender, age, religion, marital status, sexual orientation, and status with regard to public assistance.
- B. No part of Corporation's annual gross receipts shall inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, incidentally or otherwise, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause herein. This includes reasonable compensation for employees and independent contractors.
- C. 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 or in opposition to any candidate for public office.
- D. Corporation shall not make grants to foreign organizations, or send money or property to foreign organizations that is unrelated to Corporation's charitable mission.
- E. Corporation shall have no capital stock.
- F. Notwithstanding any other provisions of this document, Corporation shall not carry on any other activities prohibited by:
 - 1. An organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or

2. An organization, contributions to which are deductible under Section 170(c) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

Section 2. Authorizations.

- A. Corporation may: solicit; take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal or mixed or any undivided interest therein, without limitation to amount or value; to convey, sell, or otherwise dispose of such property; and to invest, reinvest, and deal with the same in such a manner as in the judgment of the Board of Directors, will best promote the purposes of Corporation. Moreover, Corporation may apply for and receive grants, accept bequests, and establish and maintain an endowment fund.
- B. Written Action. Pursuant to Minn. Stat. § 317A, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

Article V – Membership/Board of Directors

Section 1. Membership. Corporation shall have Members. The eligibility, rights, and obligations of the members shall be determined by Corporation's Bylaws.

Section 2. Board of Directors. The management of the affairs of Corporation shall be vested in a Board of Directors, as defined in Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of Corporation.

Article VI – Limited Liability & Indemnification

Section 1. Indemnification and Limited Liability. Corporation shall indemnify and hold harmless any Director, Officer, or high-level employee (such as an Executive Director) from any judgments, penalties, fines, suits, damages, claims, or liability arising out of conduct (actions or inactions taken) in his or her capacity as a Director, Officer, or high-level employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by Section 317A.521 of the Minnesota Statutes.

- A. Indemnification will be allowable if the Director, Officer, or high-level employee:

1. has not been indemnified by another organization or employee benefit plan for the same liability with respect to the same acts or omissions;
 2. acted in good faith in accordance with the required Standard of Conduct:
 - a. Standard of Conduct: Directors, Officers, and high-level employees are considered fiduciaries of Corporation. These fiduciaries shall discharge their duties in good faith, in a manner the fiduciary reasonably believes to be in the best interests of Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a fiduciary of the corporation and is protected by the business judgment rule.
 - b. Reliance: Directors, Officers, and high-level employees are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
 - i. One or more Officers or employees of Corporation who is reasonably believed to be reliable and competent in the matters presented;
 - ii. Counsel, public accountants, or other persons as to matters that are reasonably believed to be within the person's professional or expert competence; or
 - iii. A committee of the Board upon which the Director, Officer, or high-level employee does not serve, duly established under Section 317A.241 of the Minnesota Statutes, as to matters within its designated authority, and the committee is reasonably believed to be reliable and competent
- A Director, Officer, or high-level employee will not be entitled to claim reliance if he or she has actual knowledge concerning the matter in question and that knowledge makes reliance unwarranted;
3. Received no improper personal benefit;
 4. In the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful;
 5. In the case of acts or omissions occurring in the Director, Officer, or high-level employee's official capacity, he or she reasonably believed that the conduct was in the best interests of Corporation, or was not opposed to the best interests of Corporation.

- B. No Director, Officer, member, or employee of Corporation shall be personally liable for the acts, debts, liabilities, or obligations of the nonprofit corporation. Likewise, no acts, debts, liabilities, or obligations of a Director, Officer, member, or employee shall be subject to payment by the Corporation as a debt or obligation.
- C. Insurance: Corporation shall have the power to acquire general liability insurance, Directors & Officers liability insurance, and/or other similar liability insurance coverage in order to protect the organization from expenses arising from legal liability.

Section 2. Bonding. The Board of Directors may require appropriate bonding or insurance indemnifying Corporation against larceny, theft, embezzlement, forgery, misappropriation, wrongful abstraction, willful misapplication or other act of fraud or dishonesty, in such sum and with such sureties as the Board may deem sufficient and secure, and may authorize payment of the cost of the bond or insurance.

Section 3.

- A. Any repeal or modification of this Article by the Directors of Corporation shall not adversely affect any right or protection of a Director, Officer, member, or employee of Corporation existing at the time of such repeal or modification.
- B. If the Minnesota Nonprofit Corporation Act, Chapter 317A et. seq. of the Minnesota Statutes, is amended after this Article becomes effective, in order to authorize action further eliminating or limiting the personal liability of a Director, Officer, member, or employee, then the liability of that person shall be eliminated or limited to the fullest extent permitted by Minnesota law, as so amended.

Article VII – Conflicts of Interest

Conflicts of Interest Policy. The purpose of this conflicts of interest policy is to protect Corporation when Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of Corporation or might result in a possible excess benefit transaction.

A. Definitions:

- 1. Interested Person. An interested person, for purposes of this conflicts of interest policy, is any Director, Officer, or Member of a committee with Board-delegated powers, who has a direct or indirect financial interest.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which Corporation has a transaction or arrangement;
 - b. A compensation arrangement with Corporation or with any entity or individual with which Corporation has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Corporation is negotiating a transaction or arrangement.
 3. Compensation. Compensation means anything of value received for services rendered. Compensation includes direct and indirect remuneration as well as gifts or favors that are not de minimus.
 4. Conflict of Interest. A real or seeming incompatibility between one's private interests and one's public or fiduciary duties.
 5. Contract or Transaction. A contract or transaction is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan, scholarship, grant, the establishment of any other type of financial relationship, or the review of any other organization. The making of a gift to the organization is not a Contract or Transaction.
 6. Member of the family. A member of the family of a Director or Officer is a spouse, parent, child, spouse of a child, brother, sister, spouse of a brother or sister, grandparent, or grandchild.
- B. Policy: Pursuant to Section 317A.255 of the Minnesota Statutes, the Board of Directors shall not enter into any contract or transaction with (a) one or more of its Directors or a Member of the family of its Director, (b) a Director of a related organization, or (c) an organization in or of which one of Corporation's Directors, or a Member of the family of one of its Directors, is also a Director, Officer, legal representative, or interested person, or in some other way has a material financial interest, unless:
1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person MUST disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of committees with Board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of all material facts regarding the transaction or arrangement and all details about the interested person's financial interest, the remaining Board or committee Members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
 - a. The interested person has the burden of proving that the interested transaction or arrangement is fair and reasonable as compared to other available transactions or arrangements.
 - b. The interested person may be present for discussion to answer questions, but may NOT advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.
 - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances that do not produce a conflict of interest, the Board or committee shall determine by a two-thirds (2/3) majority vote of the disinterested Directors whether the interested transaction or arrangement is in Corporation's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make a decision as to whether to enter into the interested transaction or arrangement.
4. Records of Proceedings. The minutes of all actions taken on such matters shall clearly reflect the following:
 - a. The names of the interested person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's (or Committee's) decision as to whether a conflict of interest in fact existed.
 - b. The names of persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding. Record who voted in the affirmative, who dissented, and who failed to vote.
5. Violations of the Conflict of Interest Policy.
 - a. If the Board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall

inform the interested person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

6. Annual Statements. Each Director, Officer, and member of a Committee with powers delegated by the Board of Directors shall annually sign a statement which affirms:

- a. Such person has received a copy of the Conflict of Interest Policy;
- b. Such person has read and understands the policy;
- c. Such person has agreed to comply with the policy; and
- d. Such person understands Corporation is a charitable organization, and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one (1) or more of its tax-exempt purposes.

C. Compensation: This subsection shall govern when Corporation determines compensation.

1. A Director who receives compensation, directly or indirectly, from Corporation for *services* is precluded from voting on matters pertaining to that Director's compensation.
2. A voting Member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Corporation for *services* is precluded from voting on matters pertaining to that Member's compensation.

D. Gifts, Gratuities and Entertainment:

1. Corporation may solicit and accept gifts that are consistent with its mission.
2. Donations may generally be accepted by Corporation from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitations.
3. In the course of its regular fundraising activities, Corporation may accept donations of money, real property, personal property, stock, and in-kind services.
4. Corporation's Directors and/or Officers personally accepting gifts, entertainment or other favors from individuals or entities can result in a conflict of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would

influence the Director and/or Officer in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Corporation.

Article VIII – Duration & Dissolution

Section 1. Duration. The duration of Corporation’s corporate existence shall be perpetual until dissolution.

Section 2. Dissolution. Methods and procedures of Dissolution shall be governed by the Minnesota Nonprofit Corporation Act, Sections 317A.701 to 317A.791, Minnesota Statutes.

Section 3. Distribution of Assets. At the direction of the Board of Directors, any and all remaining assets upon dissolution of Corporation shall be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code, or to the federal, state or local government, for a public purpose.

[SIGNATURE TO IMMEDIATELY FOLLOW]

IN WITNESS WHEREOF, we, the undersigned Board of Directors, hereby approve and subscribe our names to this document for the purpose of amending and restating the Articles of Incorporation for Minnesota Astronomical Society under the laws of the State of Minnesota, specifically Chapter 317A et. seq. of the Minnesota Statutes, on this _____ day of _____, 2022.

Mark Job, President & Director

John Zimitsch, Vice President & Director

Trena Johnson, Secretary & Director

Matt Dunham, Treasurer & Director

Conrad Sanders, Director

Gunnar Isberg, Director

These Bylaws were approved at a duly called meeting of the Voting Membership of Minnesota Astronomical Society by a two-thirds (2/3) majority vote on this _____ day of _____, 2022.

Secretary

Date