

# Bylaws of Minnesota Astronomical Society

## Article I – Name and Corporate Seal

Section 1.     Name. The name of the nonprofit Society shall be Minnesota Astronomical Society (hereinafter “Society”).

Section 2.     Corporate Seal. Society may, but need not, have a corporate seal, and the use or non-use of a corporate seal shall not affect the validity, recordability, or enforceability of a document or act. If Society’s Board of Directors adopts a corporate seal, the use of the seal is not required. The seal need only include the word “Seal,” but it may also include, at the discretion of the Board, such additional wording as is permitted by Chapter 317A. The seal shall be intellectual property owned by Society.

## Article II – Location

Section 1.     Registered Office. The registered office of Society is the place designated in the Articles of Incorporation as the registered office. Society may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, “Chapter 317A”). On the date these Bylaws were adopted, the registered address of Society was c/o Legal for Good PLLC, 5353 Gamble Dr., Suite 320, St. Louis Park, MN 55416. Copies of statutorily required documents shall be maintained at Society’s registered office.

Section 2.     Mailing Address. Society’s mailing address is P.O. Box 14391, Minneapolis, MN 55414.

Section 3.     Other Offices. Society may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate, or the business of the Society may require.

## Article III – Mission and Purpose

Section 1.     Mission. The mission of the Society is to create camaraderie among all people through mutual interest in astronomy, and to promote understanding of astronomy and its importance to society and our environment. The mission includes the establishment of observational and informational facilities for the benefit of the membership and the community, promoting member and community knowledge about and involvement in astronomy through lectures, celestial observing sessions, classes and other appropriate means.

Section 2. Purpose. The Society 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 Society shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of the Society 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 – Voting Membership**

Section 1. Types of Membership. The Board shall have the authority to establish and define multiple classes of membership, if desired.

Section 2. Eligibility for Membership. Application for membership shall be open to any person that completes a membership application and pays annual dues/fees/assessments (if any).

Section 3. Classes of Membership. The Board of Directors has the authority to establish and define classes of voting and non-voting membership, and these classes may be changed from time to time. Society shall have the following classes of membership:

- A. *Regular Members.* A Regular Member is any individual who is eighteen (18) years of age or older and pays the established Regular Membership dues rate as established below. A regular membership includes spouse/partner and dependent children under 18 years of age at the same address as non-voting members. Each Regular Membership is entitled to one (1) vote.
- B. *Student Members.* A Student Member is any individual who is a full-time student. Student Members pay dues as set forth below. Each Student Member aged eighteen (18) years of age or older is entitled to one (1) vote.
- C. *Patron Members:* A Patron Member is any individual who is eighteen (18) years of age or older and pays the established Patron Membership dues as established below. A Patron membership includes spouse/partner and dependent children under 18 years of age at the same address as non-voting members. Each Patron Membership is entitled to one (1) vote.

- D. *Honorary Members*: An Honorary Member is any individual eighteen (18) years of age or older recognized for their outstanding service to the Society. An Honorary Member must be elected to life membership by a two-thirds vote of the Board of Directors. Honorary Members will not pay dues. Each Honorary Membership is entitled to one (1) vote.

Section 4. Annual Dues/Fees/Assessments.

- A. *Annual Dues*. The Board of Directors will recommend an annual membership dues rate to be approved by the Voting Membership annually, or as needed. The Board of Directors shall publish the costs of the dues/fees/assessments when changes are made and at least on an annual basis to all members and prospective members.
1. The *Patron Membership* will be two and one-half (2-½) times the Annual Membership dues amount;
  2. The *Student Membership* will be one-half (½) times the Annual Membership dues amount.
- B. *Fees/Assessments/Activity Costs*. The Board of Directors in its sole discretion may establish fees, assessments, and activity costs other than annual membership dues.
- C. Any member whose dues are more than two (2) months in arrears shall be considered to be terminated from Society's membership rolls. The Board will consider exceptions on a case-by-case basis.

Section 5. Rights of Members. Each voting member in "good standing" shall be eligible to cast one (1) vote in the annual election meeting of the Voting Membership as well as one (1) vote in any periodic vote involving the Voting Membership. Members must vote in person, by U.S. mail, or electronically when authorized by Board action. Voting by proxy is NOT permitted. No member shall be responsible for any financial obligation of the Society.

Section 6. Membership Duration. Once registered as a Society Member, Membership shall continue (so long as he/she is in "good standing") for one year, or as determined by resolution of the Board. A member may pay for multiple years, if desired. Membership in Society shall not be assigned nor transferred in any manner.

Section 7. Resignation and Suspension, Expulsion, and Sanctions. All rights, privileges, and benefits of Voting Membership shall cease for a member upon any of the following:

- A. Voluntary resignation by the member with the Society;
- B. Death of the member;

C. Expulsion, suspension, and/or sanctions may be imposed upon a member for “good cause shown” by:

1. A majority vote of the Board of Directors confirmed by a majority vote of eligible voting members;
2. A two-thirds vote of the Board of Directors; or
3. A two-thirds vote of the Voting Membership.

“Good cause shown” may include acts detrimental to the Board and its work on behalf of the organization and/or acts detrimental to the Society and its purpose/mission. This could include violation of Society’s Articles, Bylaws, Code of Conduct, Policies & Procedures, other rules, state/federal laws, misappropriation of Corporate assets, and/or actions/omissions in contravention to the mission and values of Society.

Pursuant to Minn. Stat. § 317.411, any member being terminated must be given reasonable notice and the opportunity for a hearing, if requested by the member in writing.

The resignation, expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to Society for dues/fees/assessments, or for charges for goods or services.

**Section 8. Reinstatement of Membership.** Former members of the Society whose termination occurred from expulsion, suspension, and/or sanctions may, and who, during such absence, have maintained positive and active support of the Society’s purposes, shall be permitted to seek reinstated membership. The terminated member must submit an application to the Board of Directors. The Society may reinstate the terminated membership by approval of a majority of the Board of Directors. Members who were suspended solely for non-payment of dues may be reinstated without formal approval from the Board of Directors by submitting a new application for membership and paying the requisite dues.

## **Article V – Meetings of Voting Membership**

**Section 1. Record Date and Membership Roll.** The Board of Directors shall fix a date not more than sixty (60) days, or shorter than ten (10) days, before the date of a voting members meeting as the date for determining which persons are entitled to notice of and entitled to vote at the meeting. When the date is fixed, only voting members in “good standing” on that date are entitled to notice of and permitted to vote at the upcoming voting members meeting. After the Board of Directors has fixed a record date for determining the membership roll, the Secretary shall prepare an alphabetical list of member names with addresses who are entitled to receive a notice and vote. This list shall be approved and adopted by the Board of Directors to receive a notice and

vote. This list shall be approved and adopted by the Board of Directors as the official membership roll for mailing notices for that particular meeting. The same list will be available at the meeting and used for voting member verification.

Section 2. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each member listed on the official membership roll, at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, telephone, e-mail, or other electronic means.

Section 3. Annual Election Meeting. An annual election meeting shall take place **during the month of December**, the specific date, time, and location of which will be designated by the President of the Board. The annual election meeting shall be held for the purpose of electing the Board of Directors and the Officers of Society, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Society activities and financial position; and approval of policy/procedures, Articles of Incorporation, and Bylaws changes. Annual election meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 4. Regular Business Meeting. An regular business meeting shall take place **during the first quarter of the calendar year**, the specific date, time, and location of which will be designated by the President of the Board. The regular business meeting shall be held for the purpose of approving the budget and providing input toward the direction of the Society for the coming year. Regular business meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 5. Special Meetings. Special meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or a petition signed by ten percent (10%) of the of the members entitled to vote or 50 members, whichever is less. Business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. Special meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 6. Quorum. A quorum of the members is ten percent (10%) of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with five (5) days written notice provided prior to the new date.

Section 7. Voting. All issues to be voted upon shall be decided by a simple majority of those present at the meeting in which the vote takes place unless specified in these Bylaws. All eligible voters may cast one (1) vote. Voting by proxy is NOT permitted. The following decisions shall require approval of the Voting Membership:

- Election of Directors and Officers;
- Ratification/rejection of annual budget and membership dues structure;
- Ratification/rejection of amendments to the Articles of Incorporation and Bylaws;
- Ratification/rejection of merger, consolidation with another organization, a substantial sale of assets, and/or dissolution of Society.

Section 8. Meeting Procedures. All questions of order with respect to any meeting or action of Society, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in such another orderly manner that is deemed appropriate by the President.

Section 9. Meeting Decorum. Society shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Society reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President/Chair has the sole responsibility to require order in a meeting. To that end, the President/Chair has the authority to call a Director, Officer, or member to order, and exclude non-members.

## **Article VI – Officers**

Section 1. Designation. Principal Officers of Society shall be: President, Vice President, Treasurer, and Secretary. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. Officers shall also be Directors of the Society and must be elected at the annual election meeting by the Voting Membership. Approximately one-half (1/2) of the Officer positions shall be up for election in even years and approximately one-half (1/2) up for election in odd years. Officers may not hold more than one position at a time. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint temporary acting Officers and At-Large Directors as necessary.

Section 3. Terms. Unless sooner removed by the Board or Voting Membership, Officers shall serve for a term of two (2) years, or until their successors are elected and qualified. Terms of office shall begin and end at Society's annual election meeting. Each Officer may serve up to three (3) consecutive terms but are eligible for re-election after a one (1) year absence from service.

Section 4. Resignation. An Officer may resign by giving written notice to Society. The resignation is effective without acceptance by the Board, when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5. Removal. Any Officer may be removed with or without cause by:

1. A two-thirds majority of the Voting Membership; or
2. A majority vote of the remaining Directors.

The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the Officer affected in advance of the meeting.

Section 6. Compensation. No compensation shall be paid to Officers of Society for their services, time, and/or efforts. Officers, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 7. President (Board Chair).

- A. Subject to the direction and control of the Board, the President shall have general active management of the business of Society. When present, the President shall preside at meetings of the Board and of Committees.
- B. The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officer of Society, shall sign and deliver in the name of Society deeds, contracts, or other instruments pertaining to the business of Society, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or by the Board to another Officer.
- C. The President shall perform duties of other elected Officers in the event of their absence or inability to complete their duties.
- D. After the Board of Directors authorizes said committee, the President may appoint its members. The President shall be a voting ex-officio member of all committees.

Section 8. Vice President (Vice Board Chair).

- A. The Vice President shall act in the absence or disability of the President.
- B. The Vice President shall assist the President as requested.
- C. The Vice President shall compile and maintain a book of policies and procedures in collaboration with the organization's legal counsel.
- D. The Vice President shall perform other duties as prescribed by the Board or by the President.
- E. In the absence of an elected Vice President, the President and Treasurer shall perform the functions of the Vice President in a manner prescribed by the Board.

Section 9.     Secretary.

- A. The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and of the Executive Committee.
- B. The Secretary shall be responsible for maintaining all books, correspondence, committee minutes, paraphernalia, and papers relating to the business of Society, except those of the Treasurer. Copies of statutorily required documents shall be maintained at Society's registered office.
- C. The Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.
- D. The Secretary shall file any document required by any statute, federal or state, in collaboration with the organization's legal counsel.
- E. The Secretary shall maintain the office and purchase office supplies.
- F. The Secretary shall perform other duties as prescribed by the Board or by the President.

Section 10.    Treasurer.

- A. The Treasurer shall have care and custody of monies belonging to Society and shall be responsible for such monies or securities of the organization.
- B. The Treasurer shall keep, or cause to be kept, all financial records belonging to Society. All financial records shall be accurate and reliable. Copies of statutorily required documents shall be maintained at Society's registered office.
- C. The Treasurer shall deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Society in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Society as ordered by the Board; make proper vouchers for deposit; and disburse (or cause to disburse) Society's funds and issue checks and drafts in the name of Society, as ordered by the Board.
- D. The Treasurer shall prepare (or cause to prepare) a proposed annual budget as well as present the budget and a report of the financial condition of the Society to the Board of Directors at the annual election meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require. The Treasurer shall also prepare (or cause to prepare) the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Society's CPA/Accountant if so authorized by the Board of Directors.
- E. The Treasurer shall serve as the Finance Committee Chair.
- F. The Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 11.    Any Officer of Society, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.



## **Article VII – Board of Directors (Governing Board)**

Section 1. Number and Qualifications. Society’s Board of Directors shall be composed of not less than three (3) nor more than fifteen (15) persons who are natural persons, eighteen (18) years of age or older, who are voting members “in good standing” of Society.

Section 2. Ex Officio Seat(s) on the Board of Directors; Term. Corporation’s President, Vice President, Treasurer, and Secretary shall sit as an *ex officio* voting member of the Board of Directors. Directors serving on the Board of Directors in an *ex officio* capacity shall serve the length and limits of their term as an elected Officer. Corporation may choose to create one or more additional *ex officio* voting or nonvoting seats on the Board of Directors.

Section 3. At-Large seats(s) on the Board of Directors; Term. In addition to the *ex officio* seats on the Board of Directors, the Voting Membership has the authority to elect one (1) or more Directors At-Large. Unless sooner removed by the Board or Voting Membership, At-Large Directors shall serve for a term of two (2) years, or until their successors are elected and qualified. Approximately one-half (1/2) of the directorships shall be up for election in even years and approximately one-half (1/2) of the directorships up for election in odd years. Terms of office shall begin and end at Society’s annual election meeting. Each At-Large Director may serve up to three (3) consecutive terms but are eligible for re-election after a one (1) year absence from the Board of Directors.

Section 4. Governing Powers. Pursuant to the Minnesota Nonprofit Society Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Society, including but not limited to:

- A. To utilize all funds raised by or in the name of Society for the organization’s legal and business benefit;
- B. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, the Policies and Procedures;
- C. To appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, of all Officers, agents, employees, independent contractors, and/or committees of Society;
- D. To manage and oversee the affairs and activities of Society, and to make policies and procedures;
- E. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of Society;

- F. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
- G. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A or other law/equity;
- H. To follow these Bylaws, including meeting regularly; and
- I. To register their addresses with the Society, and have Society notices sent to them at such addresses. Society notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Society and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and federal law. No Director shall have any right, title, or interest in or to any property of Society. There shall be no cumulative voting among Directors.

Section 5. Resignation, Termination, Leaves, and Absences.

- A. A Director may resign or request a leave of absence at any time by giving written notice to the Society. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in the notice. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.
- B. A Director on leave shall be considered an inactive member of the Board of Directors.
- C. Any Director may be removed with or without cause by:
  - 1. A two-thirds majority of the Voting Membership; or
  - 2. A majority vote of the remaining Directors.
- D. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider a Director's removal has been given.

Section 6. Vacancies. Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining Directors. Each person so elected shall be an interim-Director until that person or a successor is elected at the next annual election meeting.

Section 7. Compensation. No compensation shall be paid to Directors of Society for their services, time, and/or efforts. Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. If the Board fails to select a place for a regular Board meeting, it shall be held at Society's registered office. The Board of Directors shall meet at least quarterly, or (4) times each year. If a regular calendar of meetings is approved by the Board, no notice is required for regular meetings. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired. The agenda shall be:

- Call to Order
- Roll Call
- Reading and Approval of Minutes of the preceding meeting
- Approval of Agenda of current meeting
- Reports of Officers
- Reports of Committees
- Old and Unfinished Business
- New Business
- Adjournment

Section 9. Special Meetings. The Society shall call a special meeting upon the written request of either the President or one-third (1/3) of the Board. If the Board fails to select a place for the special Board meeting, it shall be held at Society's registered office. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 10. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each Director as soon as reasonably practicable, but no less than two (2) days in advance of the meeting. This notice shall be given personally, by mail, telephone, e-mail, or other electronic means.

Section 11. Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Directors are not present, no voting may commence. The acts of the majority of the Directors present at a meeting at which quorum exists shall be the acts of the Board of Directors of Society.

Section 12. Voting. During Board meetings, matters shall be decided by a majority vote of the Directors except where otherwise indicated in these Bylaws. To the extent a vote is electronically

held outside of a duly called meeting, the issue must be voted upon 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, and the final outcome must be recorded in the meeting minutes of the next duly held meeting of the Board of Directors.

Section 13. Proxies. Voting by proxy shall NOT be permitted in meetings of Society's Board of Directors.

Section 14. Private Entity. Society is a private entity not subject to open meetings law and government data practices pursuant to Minn. Stat. Chapters 13 and 13D.

Section 15. Meeting Procedures. All questions of order with respect to any meeting or action of Society, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Society's Code of Conduct and Robert's Rules of Order Newly Revised, as modified from time to time.

Section 16. Meeting Decorum. Society shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in a collaborative, orderly, and respectful manner. Society reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

Section 17. Written Action. Pursuant to Minn. Stat. Chapter 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 VIII – Committees**

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than the Committee Chair, need not be Directors or Officers of Society.

Section 2. Standing Committees.

- A. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish an Executive Committee to consist of the President, Vice President (if one exists), Treasurer, and Secretary. The President will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of Society.
- B. Finance Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes at least two (2) other individuals. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budget with other Board Members. The Board must approve the budget and all expenditures must be within budget, unless the budget is revised. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board and reviewed at the annual election meeting.

Section 3. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. A majority of the committee's membership shall constitute a quorum.

**Article IX – Management & Miscellaneous Provisions**

Section 1. Financial Year. The accounting year shall begin on the first day of January and end on the last day of December of each year.

Section 2. Books and Accounts.

- A. Society shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name “Minnesota Astronomical Society.”
- B. The President and Treasurer are authorized to act as signatories on all Society financial accounts. In the event the Presidency or Treasury positions are temporarily vacant, another Officer is authorized to temporarily act as a signatory.
- C. Under the supervision of the Board of Directors, the President and Treasurer may independently authorize expenditures of no more than \$2,500 for items and/or services

reasonably necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures.

- D. Copies of statutorily required documents shall be maintained at Society's registered office.
- E. All money fundraised in Society's name shall be deposited in Society's account and used for Society's charitable purposes according to Minnesota and Federal fundraising laws and rules.

Section 3. Examination by Directors and Members. Every Director, Officer, and Member of Society shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, all books and records of Society and make extracts or copies therefrom.

Section 4. Legal Instruments. All contracts, agreements, and other legal instruments executed by Society shall be issued in the name of Society, not the individual name of a Director or Officer. Legal instruments in an amount exceeding \$5,000 shall be signed by no fewer than two (2) Officers of Society – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Society, they may do so ONLY after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer may be personally liable on the legal instrument.

Section 5. Periodic Reviews. To ensure Society operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Whether Society is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Society shall file the Form 990 with the IRS annually. In addition, Society shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.

- D. Whether Society is properly engaging in Minnesota and Federal fundraising laws and rules. No solicitation for money, prizes, or other items shall be permitted without the authorization of the Board of Directors. All must be done within the rules/statutes governing charitable gambling and charitable solicitation.

Section 6. Publication and Media.

- A. WEBSITE: Society's official website shall be maintained monthly or as often as deemed necessary by the Board of Directors. The Webmaster shall coordinate with the Board of Directors with regard to website content. Society will be responsible for paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Society's official URL.
- B. NEWSPAPERS AND ELECTRONIC MEDIA: Society shall always portray the organization and its Directors, Officers, members, employees, independent contractors, and other agents in a straightforward and credible manner. When internal and/or external crises arise, public relations matters may require immediate referral to a mediator, and/or advice from an attorney or PR professional.
- C. SOCIAL MEDIA: Social media content shall portray the organization in a straightforward and credible manner. All content shall be actively managed by a member assigned by the Board of Directors. Information displayed on any of Society's social media pages shall be accurate and true in nature.

Section 7. Affiliations. Society may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Section 8. Policies and Procedures. The Board of Directors may establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding a code of conduct at meetings and organizational gatherings;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Section 9. Amending the Articles of Incorporation and Bylaws. Society shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a majority of the Voting Membership at a properly called meeting of the Voting Membership as well as by the affirmative vote of a majority of all Directors at a properly called meeting of the Board of Directors. The amendment must be circulated to the Voting Membership at least fifteen (15) days prior to the Voting Membership meeting.

**Certification**

These Bylaws were approved at a duly called meeting of the Board of Directors of Minnesota Astronomical Society by a majority vote on this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

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 this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date