

**THE CONSTITUTION AND BY-LAWS
NATIONAL CAPITAL ASTRONOMERS, INC.**

Part I – The Constitution

ARTICLE I: CORPORATE DOCUMENTS

The original Certificate of Incorporation (#24582) filed Sept. 3, 1937 was amended by the filing of a Statement of Election to accept the provisions of the new D.C. Non-Profit Corporation Act, on April 22, 1969 (#690915) at the Recorder of Deeds, D.C. (Corporation Division). Said documents are hereby made a part of this Constitution.

ARTICLE II: NAME

Section 1. The name of this corporation shall be “National Capital Astronomers, Incorporated.”

Section 2. In the absence of formal requirements to the contrary, the word “Incorporated” in the corporate name may be abbreviated and also in the context of this organization, the corporation may be referred to as “National Capital Astronomers,” or as “NCA,” or as the “corporation.”

ARTICLE III: OBJECTIVES

The particular business and objectives of this corporation shall be the education and mutual improvement of its members in the science of Astronomy, and the encouragement of an interest in this science, among others.

ARTICLE IV: NATURE OF CORPORATION

The corporation shall be a non-profit corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for furtherance of the purposes or objects set forth in Article III and Article VII hereof.

ARTICLE V: MEMBERS

The corporation shall have members. The members shall be divided into classes as provided by the by-laws. The designation of each class of members, the qualifications, rights and limitations of the members of each class and conferring, limiting or denying the right to vote shall be provided for in the by-laws.

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ARTICLE VI: OFFICERS AND TRUSTEES

The officers of this corporation shall be as provided for in the by-laws and shall be elected or appointed as provided for in the by-laws. The governing body of the corporation shall consist of a board of directors which shall include the trustees and officers, as established in the by-laws.

ARTICLE VII: REGULATIONS

Provisions for the regulation of the internal affairs of this corporation, including provisions for the distributions of assets on dissolution or final liquidation of the corporation, shall be provided for in the by-laws. Excepting the powers reserved to members of one or more classes of members by this constitution or the by-laws, and excepting powers clearly vested in one or more officers of the corporation, the board of directors shall have all powers necessary to control and govern the affairs of this corporation.

ARTICLE VIII - DISSOLUTION

This corporation shall not be voluntarily dissolved without the affirmative vote of at least two-thirds vote of the members voting on the question. The ballot shall be prescribed by the directors. Otherwise, the voting requirements shall be the same as those prescribed under Article IX pertaining to amendments to this constitution.

ARTICLE IX: AMENDMENTS

Amendments to this constitution or the by-laws may be proposed by the directors or by written petition signed by no fewer than ten members who, by virtue of their classification under the by-laws, have full and unrestricted voting rights, and who are in good standing. Any such petition shall be delivered to the secretary. The text of the proposed amendment, a copy of the initiating petition, if any, and any explanatory matter as to the voting procedure deemed advisable by the directors, together with an official ballot form shall be provided to each member in good standing by mail, email, or made available as a printed document at meetings of the Corporation's members.

The proposed amendment shall be discussed at the first regular meeting following such mailing by not less than 14 calendar days. Voting shall be by mail, email, or hand delivery of a ballot to the Corporation Secretary during the period beginning on the day of the meeting at which the proposed

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changes are discussed and ending at 12:00 noon on the day of the following meeting, or 30 days after the meeting at which the proposed changes are discussed, whichever occurs first. The voting procedure shall be prescribed by resolution of the board of directors designed to protect the integrity of the election. The affirmative vote of at least two-thirds of those voting, with at least 15% of the voting power participating shall be required to amend either this constitution or the by-laws.

ARTICLE X: CONTINUITY OF ACTION

All acts and things undertaken by or on behalf of National Capital Astronomers, Incorporated, in accord with its constitution and by-laws in effect at the time of the adoption of this constitution, shall remain in full force and effect, unless properly changed, and may be continued in effect as though such acts were accomplished or undertaken pursuant to this constitution and related by-laws.

Additionally, the adoption of this constitution and bylaws shall ratify all actions taken in good faith by the officers and trustees of National Capital Astronomers, Incorporated that are consistent with the provisions of the newly-adopted constitution and bylaws as if those actions had been taken subsequent to the ratification of the updated constitution and bylaws.

(END OF CONSTITUTION)

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Part II – The By-Laws

ARTICLE I: MEMBERSHIP AND DUES

Section 1. National Capital Astronomers, Incorporated, shall be and is a non-profit membership corporation under the laws of the District of Columbia. The membership shall consist of three classes as hereinafter defined. Any person having an interest in astronomy and in the activities of this corporation may become a member upon the filing of an application in form prescribed by the board of directors and the approval of such application: provided that an application shall not be required of persons proposed for life membership.

Section 2. The following classes of membership together with the duties and privileges of each class are hereby established:

- (a) A “regular member” shall be any member who does not qualify as a member of any other class.
- (b) A “student member” is any member registered and pursuing the completion of a course of study at an academic institution at any level.
- (c) A “life member” shall be any person who, because of long and continued interest in astronomy, and in the activities of this corporation, or other extraordinary circumstances, is granted life membership by the unanimous vote of the board of directors.
- (d) The annual dues shall be determined by a majority vote of the board of directors then in office, or by the resolution of the members without necessarily amending these by-laws.
- (e) All annual dues shall be payable on or before September 30 of each fiscal year. If the dues are not paid before October 30, the member shall be dropped from the membership rolls. A member who joins on or after March 1 shall be considered to be a member in good standing through September of the following calendar year.
- (f) Each member shall have one vote and count as one in determining a quorum.

ARTICLE II: GOVERNING BODY

Section 1. The affairs of this corporation shall be governed or directed by a board of directors, consisting of the four trustees and all of the officers, and shall be elected by the members. The president shall serve as chairman of

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the board. The board of directors shall have all power expressly vested in them by the constitution and these by-laws, including those powers necessarily implied from its existence as a governing group, having the duty to further the aims and objects of this corporation.

Section 2. One trustee shall be elected at the annual meeting in May of each year, in addition to the president, or elected at an adjourned meeting of the annual meeting. Each trustee shall be elected for a term of four years, commencing July 1 following his or her election. In the event a vacancy occurs, the president shall call a special election to fill the vacancy for the unexpired term: provided that if the unexpired term of the vacant position is less than nine months, the board of directors may elect a trustee for the unexpired term.

Section 3. The board of directors shall prescribe rules for the conduct of its business: provided that the board shall meet in regular meeting at least once each year. A majority of the board shall constitute a quorum; and a majority of those present shall determine all questions before the board except where a larger vote is required by these by-laws.

ARTICLE III: OFFICERS - DUTIES

Section 1. The officers of this corporation shall be a president, a vice president/program chair, a secretary, an assistant secretary, a treasurer, and an assistant treasurer. The positions of secretary and treasurer, and the assistants to those positions, may be held by the same member if such an arrangement is considered to be in the best interests of the corporation.

Each officer shall have the powers and duties customarily vested in officers with those prescribed titles, including the following:

- (a) The president shall serve as the chief executive officer and shall carry out the decisions of the board of directors or, where pertinent, the resolutions of the membership. He shall serve ex-officio, as a member and chairman of the board of directors. He shall appoint all standing and special committees and designate their chairman, and shall appoint members to special functional positions such as webmaster, Star Dust editor, and the manager of the National Parks program. He shall otherwise promote the aims and objects of the corporation.

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- (b) The vice-president shall preside at all meetings of the members during the absence of the president and shall be available to perform services on behalf of the president, including committee work and services.
- (c) The secretary shall keep the minutes of the meetings, maintain the membership records, and serve as the custodian of the books and records and shall be the custodian of the official seal. The secretary shall also serve ex-officio as the secretary of the board of directors.
- (d) The treasurer shall serve as custodian of the funds of the corporation and as its chief financial officer. He shall also serve as the budget officer.

Section 2. The terms of office for all officers shall be for one year and shall continue until their successor is elected and assumes the duties of office. Each term shall begin July 1 following the annual meeting. The board of directors shall have the power to fill all vacancies in office for the unexpired term.

Section 3. The members shall have the power to recall an officer or trustee and to declare the position of the incumbent vacated, under voting procedure as prescribed for the adoption of amendments to these by-laws.

Section 4. The fiscal affairs of this corporation shall be conducted on a fiscal year basis commencing Sept. 1 and ending on the following Aug. 31.

Not later than September 1 of each year, the board of directors shall adopt a budget for the following fiscal year, which budget may be amended by the board of directors as necessary during the fiscal year and shall constitute the basic control of the fiscal affairs of this corporation.

Section 5. In the event of the voluntary dissolution of this corporation, the board of directors shall donate its assets to a non-profit entity (corporation, university department, or association) having its principal aim and objective the promotion of amateur astronomy. In the event of the involuntary dissolution of this corporation, its assets shall be disposed of in accord with the dissolution proceedings.

(END OF BYLAWS)