

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

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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 OBJECTS

The particular business and objects 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 eight 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.

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 trustees of not fewer than five members, 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 or 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 trustees 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 trustees. 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 -- and also, the by-laws -- may be proposed by the trustees 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 trustees, together with an official ballot form, with provisions thereon for the removable signature of the voter, shall be mailed, or published in full in the official newspaper of the corporation, and sent to each member in good standing.

The proposed amendment shall be discussed at the first regular meeting following such mailing. Voting shall be by mail, or hand delivery by the voter of the ballot during a 20-day period from and including the meeting date of the discussion of the proposed amendment. The voting procedure shall be prescribed by resolution of the board of trustees 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.

(END OF CONSTITUTION)

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 eight 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 trustees and the approval of such application: provided that an application shall not be required of persons proposed for life or honorary membership.

Section 2. The membership committee shall have the authority to admit regular, junior, family group and sustaining members. The board of trustees shall have authority to grant life and honorary memberships and to admit continuing members, but only by the unanimous vote of the trustees then in office. All admissions (exclusive of life and honorary admissions) shall be probationary for a period of 30 days from and including the date of the publication of the names of new members in the official newspaper. During such period, the actions of the membership committee and the board of trustees, respectively, shall be subject to reconsideration. All applications for membership shall be accompanied by the payment of dues for one fiscal year or other required payments in lieu of dues. In the event of the reversal of the previous admission action, the dues or other payments in lieu of dues shall be refunded: provided, that the application fee and funds for a subscription to the national periodical shall not be refunded. The right of members to expel a member (excluding life and honorary members) by a two-thirds vote of a quorum and by secret ballot cast in person or by mail is hereby reserved to the members. In the event of expulsion, there shall be no refund of dues or other payments.

Section 3. 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 is at least 18 years of age and who pays annual dues of \$3.50; provided, that a junior member age 16 or 17, and in good standing, may elect to become a regular member upon

written notice to the secretary and the payment of dues pro-rated to the beginning of the next fiscal year.

(b) A “junior member” shall be any member who at the time of admission or at the beginning of a fiscal year is under 18 years of age and who has not elected at age 16 or 17 to become a regular member and who pays annual dues of \$1.75.

(c) A “family group member” shall be a member who is one of two or more members residing together as a family unit at a common address and pays, as a group, annual dues of \$5.50: provided, that except for dues and a limit of one group subscription to the national newspaper or magazine, those members of the family group who are 18 years of age or older shall enjoy all the rights and privileges of regular members and those members of the family group who are under 18 years of age shall enjoy all the rights and privileges of junior members.

(d) A “sustaining member” shall be any member who elects to make a payment or contribution to this corporation (in lieu of annual dues) in the sum of \$150.00.

(e) A “continuing member” shall be a member who, as a person, qualifies as a regular member and who, in addition, holds a titled position as an officer or employee of a sponsoring public or private agency, and who makes a payment or contribution (in lieu of annual dues) in the sum of not less than \$500.00 to aid the aims and objects of this corporation. This sum may be paid directly to the corporation by the sponsoring agency: provided, that if said sponsoring agency, public or private, be expelled, the previous payment or contribution shall, the option of the sponsoring agency, be refunded, without interest.

(f) 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 trustees then in office.

(g) An “honorary member” shall be any person who, because of outstanding and valuable contribution to the aims and objects of this

corporation, reflecting credit to some degree on its activities, and who is granted honorary membership by the unanimous vote of the members of the board of trustees then in office or by acclamation of the members of this corporation.

(h) The question of the establishment of an “eighth class” of membership is hereby reserved for determination by the members through an amendment to these by-laws.

(i) The annual dues and the fixed payments or contributions specified herein may be decreased or increased without retroactive effect, by the unanimous vote of the board of trustees then in office, or by the resolution of the members without necessarily amending these by-laws.

(j) The dues established above shall be increased by an amount necessary to provide each regular member and each family group of members with only one subscription to a national periodical concerned with astronomy. At the junior member’s option, the dues of such member shall also be increased to provide such a subscription. A subscription to such national publication shall also be furnished each sustaining and continuing member without added payment: provided, that not less often than once each year in connection with budgetary considerations, the board of trustees determines that under contract with the publishers and through the earnings of the investment fund, a sustaining and continuing member, firstly, may properly be furnished with a subscription, and secondly, that such a course is otherwise equitable. The corporation cannot and does not guarantee the continued receipt of the publication subscribed to on behalf of a member. A subscription to a national periodical is not a privilege of either a life or an honorary member.

(k) All annual dues shall be payable on or before Sept. 1 of each fiscal year. However, a member shall be regarded in good standing through the month of September of the fiscal year. If the dues are not paid before Oct. 1, the member shall be dropped from the membership rolls.

(l) Each member, except junior members and family group members having the status of a junior member, shall have one vote and count as one in

determining a quorum. Each junior member and each family member (group member) having the status of a junior member shall have one-half vote and count as one-half of one in determining a quorum. An honorary member shall not a vote unless such member also be a member of some other class.

ARTICLE II - GOVERNING BODY

Section 1. The affairs of this corporation shall be governed or directed by a board of trustees of five members. Four of the trustees shall be elected by the members. The president shall serve, ex-officio, as the fifth member and also as chairman of the board. The board of trustees 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, and by secret ballot. Each trustee shall be elected for a term of four years, commencing July 1, following his or her election. No trustee shall be elected to serve more than one full term in succession. 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 trustees may elect a trustee for the unexpired term.

Section 3. The board of trustees shall prescribe rules for the conduct of its business: provided that the board shall meet in regular meeting at least once each year. At least three members of the five 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, a secretary, a treasurer and a sergeant-at-arms. Each officer, respectively, 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 trustees or, where pertinent, the resolutions of the membership. He shall serve ex-officio, as a member and chairman of the board of trustees. He shall appoint all standing and special committees and designate their chairman; and he shall otherwise promote the aims and objects of the corporation.
- (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 secretary of board of trustees.
- (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.
- (e) The sergeant-at-arms shall assist the president in maintaining order at all meetings of the membership and shall assist the president in making arrangements for the meetings.

Section 2. The terms of office for all officers shall be for one year and until their successor is elected and assumes the duties of office. Each term shall begin July 1 following the annual meeting. Neither the president, the vice-president nor the sergeant-at-arms shall be elected to serve more than two full terms in succession. The board of trustees 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 June 1, in each year, the board of trustees shall adopt a budget for the following fiscal year, which budget may be amended by the board of

trustees as necessary during the fiscal year and shall constitute the basic control of the fiscal affairs of this corporation.

Section 5. All payments or contributions made by sustaining members or continuing members, or donated to the corporation expressly for the purposes of producing investment income, shall be deposited in an investment fund and kept invested under the direction of the board of trustees. Excepting the authorized refund in case of expulsion of the agency sponsoring a continuing member, the principal amount of the investment fund shall not be expended without the consent of the members under voting procedure as prescribed for the adoption to these by-laws.

Section 6. In the event of the voluntary dissolution of this corporation, the board of trustees shall donate its assets to a non-profit corporation or association having its principle aim and object 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.

Section 7. The president may appoint a historian; director, Junior Division; director, National Parks Program; technical advisor; and parliamentarian.