

**BYLAWS
OF
SAN DIEGO ASTRONOMY ASSOCIATION**

**Article I
PRINCIPAL PLACE OF BUSINESS**

This corporation shall maintain a principal place of business inside or outside California at such location as the Board of Directors may determine. This corporation shall maintain a copy of the Articles of Incorporation and these Bylaws at such place, and provide them to directors or members upon request.

**Article II
MEMBERS**

Section 1. Identity of Members; Qualifications. This corporation shall have five (5) classes of members: (i) Basic Member, (ii) Contributing Member, (iii) Family Member (a family member of a Basic Member or Contributing Member), (iv) Associate Member (an individual under the age of eighteen (18) and invited by the Board), and (v) Honorary Member (a distinguished member of the astronomy community, who by virtue of their standing in the field, brings considerable talent and expertise to the associate, or has made a significant contribution to the SDAA, and invited by the Board). The qualifications for these classes of members will be as further provided under the applicable policies adopted by the Board from time to time with respect to membership (such policies, the "Operational Procedures")

Section 2. Membership Application. Applications for membership shall be made to the Board of Directors who will review each application within 45 days of receipt. No application shall be considered unless accompanied by all dues applicable, which shall be returned if the application is not accepted. Applications shall be reviewed, considered, and approved or rejected at the sole discretion of the Board, or such Board Committee, or designee to which the Board may delegate such authority.

Section 3. Dues. The annual dues shall be established by the Board of Directors pursuant to the Operational Procedures.

Section 4. Payment of Dues. Dues shall become due and payable on the annual anniversary date of first joining. Any member whose dues are delinquent for more than 60 days shall automatically be terminated from membership.

Section 5. Membership Roster. This corporation shall keep a membership roster containing the name of each member, the last address, and email provided to this corporation by the member for purposes of notice.

Section 6. Nonliability of Members. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

Section 7. Transferability of Memberships. Memberships in this corporation, or any right arising therefrom, may not be transferred or assigned except by action of the Board of Directors..

Article III MEMBERSHIP RIGHTS

Section 1. Voting Rights. Subject to these Bylaws, members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of directors;
- (b) the removal of directors without cause;
- (c) filling any vacancy caused by the removal of a director;
- (d) any amendment to these Bylaws that materially and adversely affects member rights, as further provided under the California Nonprofit Public Benefit Corporation Law; and all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;
- (e) the disposition of all or substantially all of the assets of this corporation;
- (f) any merger of this corporation;
- (g) any voluntary dissolution of this corporation; and
- (h) any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

Section 2. Inspection Rights. The right of members to inspect the governing documents, accounting records, minutes, and membership records of this corporation shall be governed by Sections 6330 through 6338 of the California Nonprofit Public Benefit Corporation Law.

Section 3. Other Rights. In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

Section 8. Privileges of Membership. In addition to the voting rights established under these Bylaws, the members shall have such privileges as the Board may establish under applicable policies from time to time. Subject to the specifications in the Operational Procedures, Basic Members, Contributing Members, Honorary Members, and Family Members shall have access to the library, club equipment and facilities. The Contributing Members and Honorary Members shall also have unlimited access to the club observing site, subject to the specifications in the Operational Procedures.

Article IV
MEMBER MEETINGS AND VOTING

Section 1. Member Voting. Each member in good standing shall have one vote on each matter on which the members are entitled to vote.

Section 2. Regular Member Meetings. Regular program and/or business meetings of the membership will be held at a date, place, and time determined by the Board of Directors, provided that meetings will be scheduled at least quarterly in the Winter, Spring, Summer, and Fall, to the extent practical, and the Fall meeting shall be used for the purpose of electing directors and officers, along with such other business as the members may transact.

Section 3. Special Meetings of Members.

(a) Who May Call. Special meetings of the members may be called (i) by the Board of Directors, (ii) the Chair of the Board, (iii) the President, or (iv) on the written request of five percent of the membership.

(b) Procedures for Calling Special Meetings Requested by Members. If a special meeting is called by members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted personally, by registered mail, facsimile transmission, or by electronic transmission such as email in compliance with Article XII, Section 4, of these Bylaws to the President or the Secretary of this corporation. The requested meeting will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors or the President.

Section 4. Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be, notwithstanding any transfer of any membership on the books of this corporation after the record date, except as otherwise required by law. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

(c) Notice of Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to notice of any members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

(d) Voting at Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

(e) Voting by Written Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited.

(f) Unanimous Written Consent. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining if all members have consented in writing to an action pursuant to Article IV, Section 12, of these Bylaws shall be one week prior to the day on which the consent is first circulated for approval.

(g) Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board of Directors adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

Section 5. Time and Manner of Notice of Meetings. The Secretary shall give written notice of each members' meeting to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. The notice shall be delivered to the last address provided by the member to this corporation for purposes of notice, either personally or by telegram, facsimile transmission, electronic transmission in compliance with Article XII, Section 4, of these Bylaws, or first-class, registered, or certified mail not less than ten nor more than ninety days before the date of such meeting, or by other mail not less than twenty nor more than ninety days before the date of such meeting.

Section 6. Contents of Notice. The notice shall state the place, date, and time of the meeting and (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or (b) in the case of the annual meeting, the names of all those who are nominees for director as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the members, but any proper matter may be presented at the annual meeting for such action.

Section 7. Notice of Actions Required. Unless the vote of the membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend this corporation's Articles of Incorporation, or (d) to voluntarily dissolve this corporation.

Section 8. Member Quorum. The greater of (a) seven (7) members and (b) ten percent (10%) of the voting power of the memberships then in good standing shall constitute a quorum, provided that the only matters that may be voted upon at any regular meeting actually attended, in person or virtually, by less than one-third (1/3) of the voting power are matters notice of the general nature of which was given. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than

a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

Section 9. Act of the Members. Every decision or act made or done by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws, require a greater number.

Section 10. Manner of Voting.

(h) Voting at Meetings. Voting at meetings may be by voice or by secret ballot, provided that any election of officers and/or directors, and any other vote designated by the chairman of the meeting, in his or her discretion, or requested by ten percent of the voting power present at the meeting, shall be conducted by secret ballot. Subject to any guidelines and procedures that the Board of Directors may adopt, members not physically present in person at a face-to-face membership meeting may, by electronic transmission in compliance with Section 13 of this Article, or by electronic video screen communication, participate in the meeting, be deemed present in person and vote at the meeting.

(i) Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the members.

(j) Cumulative Voting Prohibited. Cumulative voting shall not be permitted.

(k) Action by Written Ballot Without a Meeting.

i. Generally. Any action required or permitted to be taken by members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.

ii. Content of Written Ballots. Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

iii. Time for Return of Ballots. All written ballots shall provide a reasonable time within which to return them to this corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

iv. Requirements for Valid Action. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

v. Solicitation Rules. Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. This corporation may send the ballot and any related materials, and the member may return the ballot, by electronic transmission, in compliance with Article XII, Section 4 of these Bylaws, as applicable. All solicitations of

written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

vi. Revocation of Written Ballots. If a member who has cast a written ballot desires to change his or her vote, the member may do so provided he or she so notifies the Secretary of this corporation in writing prior to close of the balloting period and casts a new ballot within the balloting period.

B. Election Ballots. Any ballot used in the election of directors shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued. The ballot shall also provide a space for members to designate a vote for a candidate not on the ballot.

Section 11. Waiver of Notice or Consent by Members.

(l) Generally. Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting signs (i) a waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes, in any case in writing, which may include electronic mail or facsimile transmitted by a member in compliance with Article XII, Section 4, of these Bylaws. The waiver of notice, consent to holding the meeting, or approval of minutes need not specify the purpose or general nature of business to be transacted at such meeting, unless action is taken or proposed to be taken on matters specified in Section 7 of this Article, in which case the waiver, consent, or approval must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

(m) Effect of Attendance at Meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 7 of this Article, if that objection is expressly made at the meeting.

Section 12. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members at a meeting, may be taken without a meeting if all members shall individually or collectively consent to such action in writing. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes. Written consent shall include electronic mail or facsimile transmitted by a member in compliance with Article XII, Section 4, of these Bylaws. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 13. Meetings by Electronic Transmission. A meeting of the members may be conducted, in whole or in part, by electronic transmission in compliance with Article XII, Section 4 or by electronic media screen communication, so long as all of the following apply:

(a) This corporation has implemented reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and

(b) If any member votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, this corporation maintains a record of any vote or action taken by a member by means of electronic transmission.

Any request by this corporation for a member's consent to conduct a meeting by electronic transmission shall include a notice that, absent consent of the member, the face-to-face membership meeting shall be held at a physical location at which members may attend and participate in person.

Article V BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number and Qualifications of Directors. The number of directors shall be nine (9). The Board of Directors shall be composed of the five (5) officers of the corporation elected by the members under Article VII and four additional directors elected as provided in Section 4 below.

Section 3. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law or domestic partner of any such person.

Section 4. Election and Term of Office of Directors. The directors shall be elected in accordance with Article IV Section 2, or, if such directors are not elected at the meeting, they may be elected at any special meeting of the members, or by written ballot, from among the individuals nominated pursuant to the procedures of Article VI, Section 4. In the event that the number of nominees for directors does not exceed the number of open director positions, the nominated directors shall be automatically elected effective as of the designated Fall meeting without the requirement of a vote. If there are more nominees than open positions, each member may cast one vote per open position and the positions shall be filled by individuals receiving the most votes, in order, until all positions are filled.

Section 5. Directors shall be elected for a term of one (1) year, except for the officers who shall serve two (2) year terms as provided in Article VII, Section 3. Each director shall hold office until such director's successor is elected and qualified or until such director's death, resignation, or removal.

Section 6. Vacancies. A vacancy shall be deemed to exist on the Board of Directors in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors (unless the vacancy was created by removal of a director by the members) or by the members, for the unexpired portion of the term.

Section 7. Resignation and Removal. Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. The members may remove any director with or without cause at any time. If there are fewer than fifty members, the vote of a majority of all members shall be required to remove a director. In addition, the Board of Directors, by a majority vote of the directors who meet all of the required qualifications to be a director, may declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office.

Section 8. Annual Meetings. In addition to the monthly business meetings an annual meeting of the Board of Directors may be held to address annual budget or planning issues. Annual meetings shall be called by the President, or any two directors, and noticed in accordance with Section 10.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President, or any two directors, and noticed in accordance with Section 10.

Section 10. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article XII, Section 4 of these Bylaws.

Section 11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 12. Quorum. Five (5) directors shall constitute a quorum, provided that a quorum shall not be satisfied unless at least two (2) officers are present. The act of a majority

of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article V, Section 5 (filling Board vacancies), Section 6 (removing directors) and Section 12 (taking action without a meeting); Article VI, Section 1 (appointing Board Committees); Article VIII, Section 3 (approving Interested Director Transactions); Article XI, Section 2 (approving indemnification); and Article XII, Section 5 (amending Bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such directors.

Section 14. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article XII, Section 4 of these Bylaws so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently, and
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 14. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be 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 this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (i) or (ii) above, as to matters

within the committee's designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VI below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in managing and investing this corporation's investments, the Board of Directors shall adhere to the standards set forth in the preceding paragraph, and shall: (a) consider the charitable purposes of this corporation; (b) act in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) consider:

- (1) General economic conditions;
- (2) The possible effect of inflation or deflation;
- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;
- (5) The expected total return from income and appreciation of investments;
- (6) This corporation's other resources;
- (7) The needs of this corporation to make distributions and to preserve capital;
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this Section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 15. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 16. Director Compensation. The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board of Directors may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board of Directors and Board Committees (as defined below).

Article VI COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board (each, a “Board Committee”). Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) fill vacancies on the Board of Directors or on any Board Committee;
- (b) fix compensation of directors for serving on the Board of Directors or any Board Committee;
- (c) amend or repeal these Bylaws or adopt new Bylaws;
- (d) adopt amendments to the Articles of Incorporation of this corporation;
- (e) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) create any other Board Committees or appoint the members of any Board Committees; or
- (g) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more advisory committees to the Board (“Advisory Committees”). The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board of Directors determines. On matters requiring Board authority, Advisory Committees may not make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board of Directors or Board Committees, and implementing Board of Directors or Board Committee decisions and policies under the supervision and control of the Board of Directors or Board Committee.

Section 3. Nominating Committee; Nominations.

(a) There shall be a Nominating Committee, which shall be an Advisory Committee consisting of three members, one of which shall be elected by the Board of Directors from among the directors, and two elected by the membership at the regular meeting in October who may be either directors or non-directors.

(b) The President shall appoint the Chair of the Nominating Committee from among the three elected members.

(c) The purpose of the Nominating Committee is to solicit and accept nominations for open director and officer positions in advance of the annual meeting at which such positions are elected.

(d) The Nominating Committee shall solicit nominees for each office to be filled and report at the membership meeting preceding the annual meeting at which directors and officers are elected. Following the report of the Nominating Committee, an opportunity shall be given for final nominations from the floor for open positions.

(e) Only individuals who have consented to serve, if elected, shall be eligible for nomination either by the Nominating Committee or from the floor.

Section 4. Committee Supervision and Reliance. If a committee is composed and appointed as required by Section 1 above (concerning Board Committees), it may act with the authority of the Board of Directors to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Article V, Section 14(a)(iii), the individual directors may rely on it in discharging their fiduciary duties as provided in that Section.

Section 5. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee or subcommittee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

Article VII OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. They shall be either Basic Members, Contributing Members, or Family Members in good standing and shall be eighteen (18) years of age or older at the time of taking office. This corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the President.

Section 2. Election. The officers shall be elected at a membership meeting in the Fall of each year, or, if such officers are not elected at the meeting, they may be elected at any special meeting of the members, or by written ballot, from among the individuals nominated pursuant to the procedures of Article VI, Section 4. In the event that there is only one nominee for an officer position, the nominated individual shall be automatically elected effective as of the annual meeting without the requirement of a vote. If there is more than one nominee for an open officer position, the individual receiving the most votes shall be elected to a position.

Section 3. Term. The officers shall assume their duties at the Winter membership meeting of the corporation, usually scheduled in January or February of each year. Officers shall serve for a term of two years or until their successors are elected. Terms of office shall be staggered; with the President, Recording Secretary, and Treasurer elected together during the Fall membership meeting on even years beginning in 2022, and then installed at the following Winter membership meeting. The Vice President and Corresponding Secretary shall be elected together during the Fall membership meeting on odd years beginning in 2023, and then installed at the following Winter membership meeting. A person shall not be eligible to serve more than two consecutive elected terms in the same office.

Section 4. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 5. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by any other officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 6. Leaving Office. All officers shall deliver to their successors all official corporation records and property by the first business meeting in January following their election.

Section 7. Absences. The position of any officer who is absent from three successive membership or Board of Directors meetings shall be declared vacant unless such absence is excused by the Board of Directors.

Section 8. Vacancies. A vacancy in any office for any reason shall be filled by the Board of Directors, with the appointed person to serve until the next annual election by members..

Section 9. President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct, and control the business and other officers of this corporation. The President shall preside at all meetings of the Board of Directors and shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 10. Vice President. The Vice President shall act as aide to the President, shall perform the duties of the President in the President's absence or inability to serve, and have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 11. Recording Secretary. The Recording Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors, its committees and the membership of this corporation, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Recording Secretary shall perform the function of the secretary for purposes of California Nonprofit Public Benefit Corporation Law.

Section 12. Corresponding Secretary. The Corresponding Secretary shall keep the correspondence records of the organization and prepare and send such communications as may be authorized by the membership or Board of Directors and shall perform such other duties as may be delegated to the Corresponding Secretary.

Section 13. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Article VIII CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or

officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Interested Director Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any Interested Director Transaction, as defined herein. An “Interested Director Transaction” is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval. This corporation may engage in an Interested Director Transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in an Interested Director Transaction if the Board of Directors determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board of Directors determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board of Directors in good faith, with knowledge of the material facts concerning the transaction and the director’s interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board of Directors before entering into an Interested Director Transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board of Directors determines in good faith that the Board Committee’s approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Article IX CALIFORNIA NONPROFIT INTEGRITY ACT

Section 1. Required Audit if Gross Receipts At Least \$2 Million. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the California Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation’s principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation’s website.

Section 2. Audit Committee if Gross Receipts At Least \$2 Million. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations:

(i) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee;

(ii) the chair of the Audit Committee may not be a member of the Finance

(iii) Committee, if any;

(iv) the Audit Committee may not include any member of the staff, including the president or chief executive officer and treasurer or chief financial officer;

(v) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and

(vi) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) subject to the approval of the full Board, negotiate the compensation of the auditor on behalf of the Board; (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 3. Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the president or the chief executive officer and the treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

Article X GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Board of Directors Oversight. The Board, or any person or persons on whom such power may be conferred by the Board, shall make policy with regard to grants. The Board of Directors shall retain ultimate control over all grants, contributions, and other financial assistance given by this corporation.

Section 3. Refusal; Withdrawal. The Board, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance,

for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in the Articles of Incorporation, subject to any charitable trust imposed on such funds and any rights of third parties under any contract relating to such grant.

Section 4. Accounting. The Board of Directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. Unless otherwise determined by resolution of the Board in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by this corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions designated by the donor to be used for one or more foreign projects only if the Board of Directors of this corporation has approved in advance the charitable activity for which the donation is being made and retains discretion and control over such funds.

Article XI INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, “agent” shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board of Directors shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board of Directors shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board of Directors finds that:

- (a) the requested advances are reasonable in amount under the circumstances;

and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board of Directors to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board of Directors shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

Article XII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on June 30.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board of Directors from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board of Directors from time to time.

Section 3. Annual Reports to Members and Directors. The President shall furnish an annual written report to all members and directors of this corporation containing the following information about this corporation's previous fiscal year:

(a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) the revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and

(e) any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount

and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article XII, Section 4 of these Bylaws.

Section 4. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 5. Amendments. Amendments to these Bylaws may be adopted by the Board of Directors or the members after notice has been given according to Paragraph (c) below, as follows:

(a) Amendment By Members. The members may amend the Bylaws by either (i) the vote of a majority of the members present at any meeting with a quorum described in Article IV, Section 8, (ii) the vote of a majority of the members by written ballot of the members as provided in Article IV, or (iii) the unanimous written consent of the members; or

(b) Amendment by Board. The Board of Directors may amend the Bylaws after notice has been given according to Paragraph (c) below, by either (i) the vote of a majority of the directors, or (ii) the unanimous written consent of the Board; provided that the Board of Directors may not amend the Bylaws if the amendment would materially and adversely affect the rights of members, as further provided under California Nonprofit Public Benefit Corporation Law.

(c) Notice of Amendment. If a proposed Bylaw amendment will be considered at a Board or Membership meeting, it shall be submitted in writing to the persons entitled to vote thereon at least one week before such meeting.

Section 6. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Gene Burch, certify that I am presently the duly elected and acting Recording Secretary of San Diego Astronomy Association, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of 20 pages, are the Bylaws of this corporation as adopted by the Action of Sole Incorporator on _____, 2024.

DATED: _____

Gene Burch, Recording Secretary