

CONSTITUTION of the BACK BAY AMATEUR ASTRONOMERS Inc.

ARTICLE I – NAME

1.01 Name.

The name of this corporation shall be Back Bay Amateur Astronomers Inc. The business of the corporation may be conducted as Back Bay Amateur Astronomers Inc. and any alias. Current legal alias' are:

Back Bay Amateur Astronomers
BBAA

1.02 Territory.

The territory of this organization encompasses, but is not limited to, the Southeastern Virginia municipalities collectively known as "Hampton Roads".

1.03 Offices.

The headquarters and principle organization office shall be in the state of Virginia.

ARTICLE II - PURPOSES

2.01 Purpose.

- (a) The purposes for which the Organization is organized are exclusively scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- (b) Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- (c) To promote the study of the science of astronomy through public education.
- (d) To improve and increase the BBAA members' knowledge of astronomy.
- (e) To stimulate the interest of the citizens of the cities of Hampton Roads and surrounding communities in astronomy and related sciences.
- (f) To encourage members of the BBAA to serve the citizens of the cities of Hampton Roads and surrounding communities by providing educational assistance on subjects related to astronomy.

2.02 Powers.

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE III - MEMBERSHIP

3.01 Types of Membership.

Membership shall be of three types.

- (a) Regular Membership

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(b) Associate Membership

(c) Honorary Membership

3.02 Eligibility.

Subject to the limitations contained in this and other Articles of the Constitution and By-Laws, a person with an interest in astronomy or a related science is eligible for membership. The BBAA shall not discriminate with regard to age, sex, race, creed or national origin.

3.03 Regular Membership.

Upon payment of annual dues a member becomes a Regular Member for a period of twelve months. A Regular Member shall be entitled to hold office in the Organization, vote on Organization matters and receive the Organization publications. Directly related family members of the regular member shall be permitted to participate in meetings and other activities and shall be considered Associate Members, but shall not be entitled to hold office in the Organization or vote without payment of annual dues.

3.04 Associate Membership.

Any person under the age of 18 who is not the family member of a Regular member, upon application, shall be an Associate Member of the organization without payment of annual dues. Associate Members shall be entitled to participate in meetings and other activities but shall not be entitled to hold office in the Organization, vote, or be reported to the Astronomical League as a member. Associate Members shall not be counted for purposes of determining a quorum or for determining the number of members required to achieve an approval percentage of members regardless of their membership in the Astronomical League. Organization publications may not be mailed to Associate Members at club expense. Upon payment of partial dues equal to the current Astronomical League dues, an Associate Member shall be reported to the League as a Regular Member and may participate in Astronomical League Observing Programs, but shall have no other privileges of Regular Membership without payment of full annual dues. The Associate Member who has no family member joined as a Regular Member shall remain an Associate Member until the person attains his or her 18th birthday or upon graduation from high school, whichever comes first. In this case the Associate Member may then join the club as a Regular member and make payment of full dues.

Directly related family members of the regular member shall be permitted to participate in meetings and other activities and shall be considered Associate Members, but shall not be entitled to hold office in the Organization or vote without payment of annual dues. Directly related family members of the regular member who have not paid for Astronomical League membership may participate in the Astronomical League programs but cannot request program completion recognition.

3.05 Honorary Membership.

Any individual nominated and approved by majority vote at a regular meeting in which a quorum as defined by Article II Section 2 of the Organization By-Laws is present, shall be considered an Honorary Member for life. Honorary Members shall have all the rights and privileges of Regular Members without payment of dues.

3.06 Guests.

Meetings are open to the public. Guests are invited to attend Organization meetings, but shall not be entitled to vote on Organization matters or receive the Organization publications.

3.07 Expelling of Members.

The elected officers of the Organization shall have the power to expel any member by majority vote of the officers for conduct damaging to the property or reputation of the BBAA or its members. The offending member, upon notification by the Board, shall be given the opportunity to defend their position to the Board of Directors before a vote is taken. The vote by the Board of Directors shall be binding. Failure to pay financial obligations due the Organization shall result in termination of membership.

3.08 Disposition of Dues and Fees.

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Any member who resigns or is expelled from the Organization shall also forfeit dues, fees, or money paid to the Organization, subject to waiver by a majority vote of the Organization Officers.

ARTICLE IV - OFFICERS

4.01 Officers

The officers of the corporation shall be a president, vice-president, secretary, and treasurer. Each officer shall have the authority and shall perform the duties set forth in this Constitution. One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

4.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. In the event a successor is not elected; the term may be extended until a successor can be elected.

The term of office shall begin on January 1st following the election and end on December 31st of the last year of the term. In the event of an election required to fill a vacancy, the term of office shall commence on the beginning of the next month.

4.03 Qualifications of Office

- (a) President - The president shall be at a minimum of twenty (20) years of age prior to the first day of his/her term.
- (b) Vice President - The vice president shall be at a minimum of twenty (20) years of age prior to the first day of his/her term.
- (c) Treasurer - The Treasurer shall be at a minimum of twenty one (21) years of age prior to the first day of the term.
- (d) Secretary - The Secretary shall be at a minimum of twenty (20) years of age prior to the first day of the term.

4.04 Time of Election. Elections for officers of the Organization shall be held on or before the last regular meeting in November of each year by a majority vote of the voting members present. Appointed officers shall be assigned by the President subject to approval of the other elected officers.

4.05 Alternation of Officers

The term for the President & Secretary shall be offset from the term for Vice President & Treasurer by one election cycle. This is to ensure that there is continuity between election cycles.

4.06 Removal and Resignation

An officer may be removed at any time with cause, by a unanimous vote of the other officers. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

4.07 Vacancies in Office

If an office becomes vacant during the year, the voting members present shall elect the successor by a majority vote to serve for the remainder of the unexpired term at the next regular meeting. If the vacancy is in the office of President, the Vice President will assume duties as president until elections are held. For any other vacancy, the duties of the office shall be conducted by whomever the president shall appoint until elections are held.

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4.08 Appointed Officers

The appointed officers shall include the ALCOR (Astronomical League Correspondent), Newsletter Editor, Website Administrator and those other positions of responsibility that the elected officers deem appropriate. The offices, both elected and appointed, shall be occupied by voting members in good standing. There shall be no term limitation placed on appointed positions.

4.09 Indemnification

- (a) Mandatory Indemnification. The corporation shall indemnify an officer or former officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was an officer of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) Permissible Indemnification. The corporation shall indemnify an officer or former officer made a party to a proceeding because he or she is or was an elected officer of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the President, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these By-Laws.
- (d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not an elected officer is entitled to mandatory indemnification under this article to the same extent as an elected officer. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not an officer, consistent with Virginia Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE V - DUTIES OF OFFICERS

5.01 President.

The President shall preside at all meetings of the Organization and the performance of such other duties as are necessary and incident to the proper administration of the Organization except such duties as are specifically delegated to others by the Articles of the Constitution and By-Laws. The President shall be charged with the responsibility of assigning the supervision of such committees as the membership may designate and of supervising the functioning of all officers and committees. Subject to the approval of the other elected officers, the president shall appoint the "appointed officers" of the Organization. A decision of the President may be overruled by a majority vote of the membership. No person under the age of twenty (20) years of age at the time of elections shall hold the office of President.

5.02 Vice President.

The Vice President shall be in charge of public outreach for the Organization and shall preside as President over all meetings in the absence of the President. No person under the age of twenty (20) years of age at the time of elections shall hold the office of Vice President.

5.03 Secretary.

The Secretary shall keep records of the regular meetings, maintain an inventory of Organization property and its location, maintain a complete and current copy of the Constitution and By-Laws, acquire and maintain all permits required by the Organization and perform such other duties as ordinarily pertain to the office of Secretary or as

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specified by the Articles of the Constitution and By-Laws. No person under the age of twenty (20) years of age at the time of elections shall hold the office of Secretary.

5.04 Treasurer.

The Treasurer shall receive and bank the funds of the Organization, keep records of all financial transactions involving the funds of the Organization or funds allocated to the Organization for special projects, account to the Officers and members for the funds and transactions monthly and when otherwise requested to do so, maintain a complete and current roster of members, their addresses and telephone numbers including the collection and status of their dues payments and perform such other duties as ordinarily pertain to the office of Treasurer. No person under the age of twenty one (21) years of age at the time of elections shall hold the office of Treasurer.

5.05 Appointed Officers.

The, "appointed officers" shall include the ALCOR, (Astronomical League Correspondent), Newsletter Editor, Website Administrator and any other position of responsibility as the president and the elected officers deem necessary.

- (a) **ALCOR:** The ALCOR shall be responsible for forwarding roster updates to the Astronomical League, at least quarterly or as they occur. Along with the President, the ALCOR serves as our Organization's representative on the regional council. The ALCOR is responsible for coordinating the Organization's participation in the Astronomical League programs.
- (b) **Newsletter editor:** The Newsletter editor shall be responsible for publishing, and distributing to the members, the Organization's newsletter once each month. The editor is responsible for insuring that the newsletter content is consistent with the purposes of the Organization and that it is not used for any purpose or activity prohibited to the Organization as an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding Section of any future Federal tax code.)
- (c) **Website Administrator:** The Website Administrator shall be responsible for the maintenance of the official Organization Website. The Website coordinator is responsible for insuring that the Website content is consistent with the purposes of the Organization and that it is not used for any purpose or activity prohibited to the Organization as an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding Section of any future Federal tax code.)

ARTICLE VI – BOARD OF DIRECTORS

6.01 Number of Directors

Back Bay Amateur Astronomers Inc. shall have a board of directors consisting of the four elected officers.

6.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Back Bay Amateur Astronomers Inc. shall be managed under the direction of the board, except as otherwise provided by law.

6.03 Terms

As set forth in Article IV Section 4.02.

6.04 Qualifications and Election of Directors

The director of the board shall be the elected President.

6.05 Vacancies

As set forth in Article IV Section 4.07.

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6.06 Removal of Directors

As set forth in Article IV Section 4.06.

6.07 Board of Directors Meetings.

- (a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board.
- (b) Special Meetings. Special meetings of the board may be called by any board member. A special meeting must be preceded by at least 5 days notice to each director of the date, time, place and the purpose of the meeting.

6.08 Manner of Acting.

- (a) Quorum. As set forth in Article II Section 2.01 of the By-Laws of the BBAA.
- (b) Majority Vote. Except as otherwise required by law or by the Articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- (c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of precedence shall have the power to swing the vote based on his/her discretion.

6.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors.

6.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE VII - DISSOLUTION

7.01 Dissolution.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the Federal, State, or local governments for exclusive public purpose.

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ARTICLE VIII - AMENDMENTS

8.01 Amendments.

- (a) This amendment to the Constitution shall be amended by a 2/3 vote of the members by proxy and/or absentee ballot or in person, provided that the proposed amendment was printed in a bulletin and/or in the BBAA Newsletter and given to the members at least one month prior to the vote for approval of amendments.
- (b) This Constitution, first ratified On 2 May 2002 and first amended on 2 August 2007 was again amended by 2/3 of the members voting by proxy, absentee ballot or in person at the 2 March 2017 meeting. Unexecuted proxies were counted as approving ballots. This revised Constitution was adopted by unanimous approval of those members casting ballots. This amendment represents changes to term lengths, membership types, dues amounts and changes required after incorporation of the club.
- (c) On behalf of the membership of the Back Bay Amateur Astronomers Inc., this Constitution is declared in-force from 2 March 2017 forward by the undersigned officers of the organization:

Charles Jagow, BBAA **President**

Jim Tallman, BBAA **Vice President**

Jeff Goldstein, BBAA **Secretary**

Bruce Powers, BBAA **Treasurer**