

Amateur Astronomers Association of Pittsburgh Inc.

BY-LAWS

Approved May 11, 2007

**Article I: Name**

The name of the association shall be: The Amateur Astronomers Association of Pittsburgh, Inc., abbreviated AAAP.

**Article II: Purpose**

The fundamental purpose of the Amateur Astronomers Association of Pittsburgh shall be to promote the interests that are common to amateur astronomers and to promote the advancement of the science of astronomy through public education programs and scientific research.

**Article III: Organization**

Section 1, Incorporation: - The AAAP is a not-for-profit corporation, organized under the laws of the Commonwealth of Pennsylvania.

Section 2, Location: - The place of business of the AAAP shall be Allegheny County, Pennsylvania, but neither the AAAP nor its membership shall be limited to Allegheny County.

**Article IV: Nondiscrimination**

It is the continuing policy of the AAAP to prohibit discrimination against, or harassment of, any person on account of race, color, sex, religious creed, ancestry, age, or national origin by AAAP members and by contractors performing work for the AAAP. All claims of discrimination or harassment shall be promptly and thoroughly investigated by the Executive Committee. Corrective actions taken as warranted by the results of investigation may include disciplinary action up to and including, in the case of AAAP members, removal from AAAP membership or, in the case of contractors to the AAAP, cancellation of contract.

**Article V: Memberships**

Section 1, Regular Member: Any person with an interest in astronomy or a related science may become a member of the AAAP upon acceptance of the By-Laws, upon approval by the membership, and upon payment of the prescribed dues to the Treasurer.

Section 2, Junior Member: Those who have not yet attained the age of 18 shall be granted a membership at a reduced rate of dues. The dues for this membership shall be discounted by an amount determined by the Executive Committee.

Section 3, Honorary Member: The title of Honorary Member of the AAAP may be bestowed upon any person who has given a significant, sustained, or outstanding contribution to the AAAP or the science of Astronomy, and that person shall enjoy all the privileges of regular membership. Honorary Membership shall be granted only by petition by three or more members in good standing and by unanimous approval of the Executive Committee followed by a three-fourths (3/4) majority approval by the membership present at a regular meeting. Honorary Members are exempt from payment of dues.

**Article VI: Privileges of Membership**

Section 1, General: Members shall be considered in good standing by payment of annual dues, by adhering to the principles of the AAAP By-Laws, and by acceptable conduct (as judged by the Executive Committee). Honorary members shall not be required to pay dues.

Section 2, Voting Rights: All paid-up members in good standing and all Honorary Members shall have the right to vote at all regular business meetings of the AAAP.

Section 3, Publications: Members are entitled to receive the *Guide Star* and other publications intended for all members in electronic format or in hardcopy format. Members requesting hardcopy format will receive only one copy per address unless a request for additional copies is made to the Corresponding Secretary. Regular and Junior members may receive any or all discounted magazine subscriptions offered as a benefit upon receipt of the full payment. Honorary members may choose one of the magazine subscriptions, free of charge, as a privilege of honorary membership.

Section 4, Use of Facilities: All paid-up members and Honorary Members in good standing shall have access to the grounds of AAAP facilities. All paid-up members and Honorary Members in good standing may have the unsupervised use of the AAAP facilities when qualified, or when a qualified member is present. Qualifications for the use of AAAP facilities shall be determined by the Executive Committee.

**Article VII: Cancellation of Membership**

Section 1, Removal from Membership: The Executive Committee of the AAAP may remove from membership any person who, in its judgment, is not in harmony with the precepts of the Amateur Astronomers Association of Pittsburgh. Action by the Executive Committee shall be final.

Section 2, Due Process: Any member being considered for removal by the Executive Committee shall be informed in writing by the President that cancellation and removal are pending and shall be given a reasonable opportunity to meet and discuss the matter with the Executive Committee. The Executive Committee may adopt procedures for due process applicable in such cases.

## **Article VIII: Dues**

AAAP dues shall be set by the Executive Committee. The cost to members for discount magazine subscriptions and/or other benefits shall be no less than the price offered by the supplier. The Executive Committee shall have the right to set the dues for said benefits at a higher price.

## **Article IX: Meetings**

Section 1 - Regular Meetings. Regular meetings shall be held monthly, from September through May (meeting year) unless canceled due to special circumstances or other local conditions.

- A. Meeting Dates and Locations: Meeting dates and locations shall be selected by the President, with advice from the Executive Committee.
- B. When possible each *Guide Star* shall publish the meeting dates and locations of the issue's month and all succeeding months of the current meeting year. The dates of the next meeting year will be determined and published beginning in the current year's May issue of the *Guide Star*.
- C. Quorum: At least ten percent (10%) of the total AAAP membership in good standing must be present at each Regular or properly called Special meeting to constitute a quorum for the transaction of general business. Questions or motions under consideration shall be decided by a simple majority of the members present, except as otherwise stated in these By-Laws.

Section 2 - Special Meetings. Special meeting for the general membership may be called by the President for specific reasons.

Section 3 - Executive Committee Meetings. Executive Committee meetings (Article XII, Section 1) shall be called by the President from time to time as required. No fewer than three (3) Executive Committee meetings per year shall be called. In cases of time sensitivity or emergency the Executive Committee may vote by telephone, facsimile, electronic conference, electronic mail or other means. A quorum for Executive Committee meetings shall be defined as being the attendance of a majority of the Executive Committee.

## **Article X: Officers and Their Duties**

Section 1, Qualifications: All officers of the AAAP shall be members in good standing.

Section 2, Offices: The Officers shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary, Membership Secretary, Treasurer, the *Guide Star* Editor and the Director(s) and Associate Director(s) of each facility owned/operated by the AAAP.

Section 3, President: The President shall preside at all meetings at which he or she is present and shall call Executive Committee meetings from time to time during the year for the purpose of discussion and decision making. Each year the President shall prepare a summary of the significant activities and contributions of the AAAP during the past year.

Section 4, Vice President: The Vice President shall assume all the duties of the President in the latter's absence. The Vice President shall serve as the Program Chairperson and Activities Chairperson.

Section 5, Corresponding Secretary: The Corresponding Secretary shall handle the correspondence of the AAAP and shall reproduce, prepare for mailing and mail the monthly newsletter, the *Guide Star*. The Corresponding Secretary shall maintain a mailing list of members and those receiving courtesy copies of the *Guide Star*.

Section 6, Membership Secretary: The Membership Secretary shall be responsible for maintaining a complete and timely list of all current AAAP members' names, addresses and, if permitted, home and business telephone numbers. Related duties shall include:

- A. Regular liaison with the Treasurer and Corresponding Secretary to process names of newly inducted members and verify expired memberships (in accordance with Article VI of these By-Laws),
- B. Updating and publication of the AAAP Membership Directory, as required.

Section 7, Recording Secretary: The Recording Secretary shall maintain the minutes of both the regular monthly meetings and the Executive Committee meetings. These minutes are to be maintained as an accurate, permanent record along with any other pertinent data concerning the AAAP, and all records shall remain the property of the AAAP.

Section 8, Treasurer: The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the AAAP, shall have charge and custody of all funds and securities of the AAAP and shall be responsible for the receipt and disbursement thereof. The Treasurer shall make quarterly reports to be published in the monthly newsletter, as well as a summary annual report of the previous year. The treasurer shall ensure that all required forms are prepared and filed as required by taxing authorities, the Pennsylvania Bureau of Corporations and the Pennsylvania Bureau of Charitable Organizations.

Section 9, The *Guide Star* Editor: The Editor shall be responsible for gathering the information contained in the monthly newsletter, the *Guide Star*, and for the preparation of that newsletter.

Section 10, Facilities Director(s) and Associate Director(s): Each facility operated by the AAAP shall have a Director and may have up to two (2) Associate Directors elected in accordance with Article XI, Section 3. The Facilities Director(s) and Associate Director(s) shall be responsible for implementing Article XIV, Section 4 of the AAAP By-Laws pertaining to facilities.

Section 11, Special Officers: The President, with the consent of the Executive Committee, may appoint special officers or chairpersons for the organization, direction and operation of events, electronic media, email lists, internet web pages and other matters consistent with the purpose of the AAAP.

#### **Article XI: Election of Officers**

Section 1, Nominees: Any member in good standing may recommend a nominee to the Nominating Committee (Article XII Sec. 4) prior to the April meeting, provided the consent of the nominee has been obtained. The Nominating Committee shall present to the membership at the regular April business meeting a report of all nominees the Nominating Committee judges to be qualified for their respective offices. The Nominating Committee will deliver the report without comment. Any member whose name was submitted as a candidate for office to the Nominating Committee and whose name is not presented as a nominee by the Nominating Committee will be notified of that decision by the Nominating Committee Chair at least 24 hours prior to the April business meeting. The notification will include informing the member of the provisions of Article XI (Election of Officers), Section 1 (Nominees), regarding April business meeting floor nominations.

Following the Nominating Committee's report of nominees, nominations may be made from the floor by any member in good standing provided that the consent of the person so nominated has been obtained.

Section 2, Ballots: Ballots shall be mailed to all members in good standing as part of the May issue of the *Guide Star* and placed on the AAAP Web Site in printable form for those receiving the *Guide Star* electronically. Space shall be provided for 'write in' candidates for each office on the ballot. Each voter shall mark the ballot, seal it in an envelope, and sign his or her name to the return address part of the envelope. The voter shall either mail the ballot to the Treasurer before the date of the election meeting in May, or bring it to the meeting in person and give it to a member of the Nominating Committee.

If a member in good standing has not mailed a ballot and is present at the May (election) meeting, he or she may vote by completing a ballot made available at this meeting and giving the ballot to a member of the Nominating Committee. Members submitting ballots at the May meeting must sign a form indicating that they have not voted by mail.

The Treasurer shall validate all the ballots so cast by members. Ballots not cast by these procedures shall not be valid. All validated ballots shall be given to the attending members of the Nominating Committee and/or its designees who shall count them and report the results at the election meeting. The vote count will not be reported, except to the candidates for contested offices and then only to those candidates. Vote totals will be conveyed to those candidates by the Chair of the *Nominating Committee* and only by the Chair. Ballots will be retained by the Chair until June 1 for the purposes of election validation and/or recount and will then be destroyed.

Section 3, Term of Office: Except for Facilities Director(s) and Associate Director(s), the officers shall be elected at the annual May meeting, and their terms shall begin on June 1. Each term shall be for one year, except that of the Treasurer which shall be for five (5) years.

The Facility Director(s) and Associate Director(s) shall be nominated and elected at a joint meeting of the Executive and the pertinent Facility Committees and shall serve indefinite terms of office. A simple majority vote is required for election to either office. Once per year during the first quarter of the calendar year the said Committees shall give the Director(s) and Associate Director(s) of each facility a performance review and vote of confidence. A simple majority is required to retain the Director(s) and Associate Director(s) in their respective positions. In the event either the Director(s) or Associate Director(s) does not win a vote of confidence, or should leave office under other circumstances, said Committees shall nominate and elect new Director(s) and/or Associate Director(s).

Section 4, Vacant Office: If any officer is unable to complete the elective term of office, the Executive Committee shall appoint a member in good standing to fill the balance of the term, except in the case of the President. If the office of President is vacated, the Vice President shall fill the balance of that term. In that event, the Executive Committee shall appoint a Vice President to complete that term of office.

Section 5, Tie Vote: In the event of a tie vote for any office, a run-off election shall be held among the members in attendance at the regular May business meeting. The vote shall be conducted by secret ballot, counted by the attending members of the Nominating Committee, and decided by a simple majority. The results of that count shall be presented at the end of the meeting by the Nominating Committee Chairperson or a member of that committee. In the event of a second tie vote, the winning candidate shall be decided by one coin toss conducted by a Nominating Committee member and verified by the Treasurer or, in the Treasurer's absence, the highest ranking officer present. The competing candidates are not required to be present at this meeting.

#### **Article XII: Committees**

Section 1, Executive Committee: The Executive Committee shall be appointed each year by the President and shall be composed of the current officers plus no more than seven (7) nor less than three (3) additional members in good standing. Upon the election of a new president of the AAAP, the immediate past president shall be a member of the executive committee for a period of one year. Prior to the formation of a new Executive Committee for the year, notice shall be given in the *Guide Star* inviting members outside the officer corps to be members of the Executive Committee.

Section 2, Membership Committee / Special Committees: The President shall appoint a Membership Committee, and may appoint other special committees as deemed necessary. The Membership Committee Chairperson shall be responsible for attendance records,

welcoming, identification means, and encouragement of membership applications.

Section 3, Facility Committees: Each Facility Committee shall consist of the Director, Associate Director(s), current AAAP President, and at least four (4) additional members in good standing, to be selected by each facility's Director. Each Facility Committee is required to meet at least four (4) times per year, and is responsible for assisting the Director in implementing Article XIV, Section 4 of the By-Laws.

Section 4, Nominating Committee: At the regular March meeting, the President shall appoint a Chairperson of the Nominating Committee. Two (2) other members in good standing shall be nominated and elected by the membership present to serve with the Chairperson.

### **Article XIII: Fiscal Year, Checks and Deposits**

Section 1, Fiscal Year: The fiscal year for the AAAP shall begin on January 1 and end on December 31 of each year.

Section 2, Annual Report: In conjunction with the President's annual report, the Treasurer shall prepare a financial report for the preceding fiscal year and anticipated expenses for the upcoming year. The report shall be published in the *Guide Star*.

Section 3, Deposits: All funds of the AAAP shall be deposited from time to time to the credit of the AAAP in such banks, trust companies, or other depositories as the Executive Committee may select.

Section 4, Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money shall be signed by any of the following: The Treasurer or either of two (2) other officers who are authorized to so act by the Executive Committee.

### **Article XIV: Property, Taxation and Assets**

Section 1, Property Rights: The AAAP may acquire and hold property of any description, real or personal, by gift, purchase or otherwise.

Section 2, Gifts and Contributions: The AAAP may accept any contribution, gift, bequest or devise for the general purposes or for any special purpose of the organization.

Section 3, IRS Tax Exemption: The AAAP shall petition the United States Internal Revenue Service for Tax Exemption status such that donations of material, real or personal, and monetary gifts and contributions shall be tax deductible. However, the AAAP recognizes that only the Internal Revenue Service can make such a determination.

Section 4, Operation of Facilities: The AAAP may maintain, equip, operate and manage the Nicholas E. Wagman Observatory (NEWO), built by the AAAP and located in Deer Lakes Regional Park on property leased from the County of Allegheny. The AAAP may design, construct, maintain, equip, operate and manage the Mingo Creek Park Observatory (MCPO) built by the AAAP and located in Mingo Creek Park on property leased from Washington County. The AAAP may develop and operate other facilities consistent with Article II of these By-laws.

Section 5, Disposal of Assets: In the event of dissolution of the Association, referred to as the AAAP in these ByLaws, the Executive Committee shall, after paying or making provisions for all the liabilities of the Association, dispose of the assets of the Association in such a manner, or to such organizations established and operated exclusively for charitable, educational, or scientific purposes, which shall at the same time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Executive Committee shall determine. Any of such assets not so disposed of shall be disposed of by the Courts of the County in which the principle office of the Association is then located, exclusively for such purposes, or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

### **Article XV: Indemnification**

#### Section 1, Right to Indemnification:

(a) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by AAAP) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been an officer of the AAAP.

(b) Unless in a particular case indemnification would jeopardize the AAAP's tax exempt status under Section 501(a) of the Code or result in the AAAP's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each director and officer of the AAAP shall be entitled as of right to be indemnified by the AAAP against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(c) A person who is not an officer of the AAAP may be similarly indemnified in respect of service to the AAAP to the extent the Executive Committee at any time designates such person as entitled to the benefits of this Article.

(d) As used in this Article, "indemnitee" shall include each officer of the AAAP and each other person designated by the Executive Committee as entitled to the benefits of this Article; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the AAAP has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the AAAP, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnitee was entitled to

indemnification for expenses in respect of an action brought under that Section.

Section 2, Right to Advancement of Expenses:

Unless in a particular case advancement of expenses would jeopardize the AAAP's tax exempt status under Section 501(a) of the Code or result in the AAAP's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the AAAP, as incurred, provided that the AAAP receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

Section 3, Right of Indemnitee to Initiate Action; Defenses:

(a) If a written claim under Section 1 or Section 2 of this Article is not paid in full by the AAAP within thirty days after such claim has been received by the AAAP, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(b) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee's conduct was such that under applicable law the AAAP is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the AAAP's tax exempt status under Section 501(a) of the Code or result in the AAAP's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the AAAP.

(c) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under paragraph (b) shall be that the indemnitee failed to provide the undertaking required by paragraph (b).

Section 4, Non-Exclusivity; Nature and Extent of Rights: The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the AAAP at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

**Article XVI: Amendments**

These By-Laws may be amended by a two-thirds (2/3) vote of the regular members in attendance at regularly scheduled or special meetings, provided that notice be given in writing not less than one (1) month in advance, stating the proposed amendment.

**Article XVII: Robert's Rules**

The rules contained in the latest published *Robert's Rules of Order, Newly Revised* shall govern the AAAP in all cases where they are applicable and in which event they are not inconsistent with the By-Laws of the AAAP.

**Article XVIII: Verification**

The undersigned verify that these By-Laws constitute the sole governing document of the Amateur Astronomers Association of Pittsburgh, Inc.

May 11, 2007  
Date of Adoption

Edward Moss, Jr.  
President

Dennis C. Derda  
Recording Secretary