



BYLAWS

ARTICLE I: Name..... 1
ARTICLE II: Purposes 1
ARTICLE III: Offices..... 1
ARTICLE IV: Corporate Seal 1
ARTICLE V: Members 1
ARTICLE VI: Meetings of Members 2
ARTICLE VII: Officers..... 3
ARTICLE VIII: Executive Board 4
ARTICLE IX: Committees..... 5
ARTICLE X: Clubhouse Committee..... 5
ARTICLE XI: Elections 5
ARTICLE XII: Dissolution..... 6
ARTICLE XIV: Amendments..... 6

ARTICLE I: Name

The name of this corporation shall be "The Amateur Telescope Makers of Boston, Inc."

ARTICLE II: Purposes

The purpose of this corporation shall be to engage in, to encourage others to engage in, and to provide instruction and facilities for the design, construction and use of telescopes and other astronomical instruments, and in general to promote interest in amateur observational astronomy and the instruments used therefore, and in connection therewith to acquire by gift, purchase or otherwise real property and personal property, both tangible and intangible, of every sort and description, and to use such property in such manner as the Executive Board of this corporation shall deem appropriate to carry out such purposes; provided, however, that all property of this corporation and the net earnings thereof shall be used only in the United States of America exclusively for the educational and scientific purposes for which this corporation was formed as set forth in this Article, and no part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and no part of the assets of the corporation or the net earnings there from shall inure to the benefit of any private individual or corporation.

ARTICLE III: Offices

§ 1: Principal Office - The principal office of this corporation shall be located at such place as the Executive Board may designate.

§ 2: Other Offices - The Corporation may also have an office or offices at such other place or places as the Executive Board may from time to time designate as appropriate for carrying out the purposes of the corporation.

ARTICLE IV: Corporate Seal

The Executive Board shall decide upon a suitable design for the seal of this corporation, which seal shall be in charge of the Secretary. If and when so directed by the Executive Board, one or more duplicate seals may be kept and used by the President, Vice President or Treasurer.

ARTICLE V: Members

§ 1: Classes of Membership - There shall be four classes of members: Regular, Corporate, Honorary and Associate.

- A. Regular Members** - Any person over eighteen years of age who expresses an interest in the purposes of this corporation shall be eligible for regular membership.
- B. Corporate Members** - The Executive Board may from time to time provide for one or more classes of corporate membership, with such privileges and such dues requirements as the Executive Board shall determine. The designated representative of any such corporate members shall have all the privileges of a Regular Member, and shall be eligible for election to any office of the corporation.
- C. Honorary Members** - Persons especially distinguished for their contributions to the Amateur Telescope Makers of Boston, astronomy, or telescope making may be proposed for Honorary Membership by any ten members and shall be designated as Honorary Members upon their election to such membership by the majority vote of the members present at any regular meeting of the members at which a quorum is present. Any Honorary Member, who is not also a Regular Member, shall not be liable for the

payment of any future dues, and shall not be entitled to vote at any meeting of the members, and shall not be eligible to hold any office. Any Honorary Member, who is also a Regular Member, shall have his regular membership dues waived for life and shall have all rights and privileges of a Regular Member for life. The membership shall add no more than one (1) Regular Member to Honorary Membership status each fiscal year.

- D. Associate Members** - Any person under eighteen (18) years of age, or as otherwise designated by the Executive Board, shall be eligible for Associate Membership but shall not be entitled to voting privileges and may not hold office in the Corporation.

§ 2: Election of Members

- A. Charter Members** - All persons who are Regular Members, Sustaining Members or Honorary Members of the voluntary association known as the Amateur Telescope Makers of Boston on the date of incorporation of this corporation shall be entitled to be elected to the corresponding class of membership of this corporation, and shall be so elected by Executive Board at its first meeting.
- B. New Members** - Any person desiring to become a member of this corporation shall submit to the Membership Secretary an application for such membership, in a form as shall be determined by the Executive Board, together with payment in full of the dues applicable to the class of membership for which application is made. The Membership Secretary shall submit all applications received to the Executive Board for consideration at its next meeting. The Executive Board may, by majority vote, accept, reject, or defer any such application. If the Executive Board does not explicitly act to accept, reject, or defer membership applications at an Executive Board meeting, all membership applications received by the Membership Secretary at least seven (7) days prior to the date of that Executive Board meeting shall be automatically accepted. In the event of the rejection of any membership application by the Executive Board, all amounts received from the applicant shall be returned.

§ 3: Membership Dues

- A. Regular and Associate Members** - Each Regular or Associate Member shall be liable for the payment of annual dues as recommended by the Executive Board and approved by the membership. Upon receipt by the Membership Secretary of payment in full of the dues owed for the current fiscal year of the corporation plus any fees for optional publications, application shall be made to the appropriate publications for subscriptions in the name of such member. Payment for all such subscriptions shall be made by the Membership Secretary from the funds of the corporation.
- B. Corporate Members** - Each Corporate Member shall be liable for the payment of annual dues in the amount applicable to the corresponding class of corporate membership as determined from time to time by the Executive Board.
- C. Time for Payment** - All dues shall be payable, in advance, on or before the first day of September in each year.
- D. Non-Payment of Dues** - Any Regular, Associate or Corporate Member who fails to make payment in full of his dues by December 1 of any year shall thereupon cease to be a member of the corporation and shall forfeit all privileges of membership.
- E. Termination of Membership** - In the event of the termination of a membership by action of the Executive Board, a fair portion of the dues paid by such member shall be refunded.
- F. Reduction or Waiver of Dues** - In cases of financial hardship, a regular or associate member may apply in writing to the Executive Board for a reduction or waiver of dues. The Executive Board may, at its discretion, reduce or waive the annual dues for that member, for one year at a time. No waiver or reduction shall be granted for optional publications.

ARTICLE VI: Meetings of Members

§ 1: Regular Meetings - Regular meetings shall be held on the second Thursday of each month except July and August, unless otherwise provided for by vote at the previous meeting. The following order of business shall be observed at all regular meetings, unless it is rearranged by a majority

vote of members present. No class of business except the program may be eliminated.

- a) Reading of the minutes from the previous meeting
- b) Officer and committee reports
- c) Announcements
- d) Unfinished business
- e) New Business
- f) Program

Any business, other than the amendment of the Bylaws or the Certificate of Incorporation, may be transacted at any regular meeting.

§ 2: Annual Meeting - The first regular meeting of the members in June of each year shall be the annual meeting for the election of officers and the hearing of the annual reports.

§ 3: Special Meetings - The President may call special meetings of the members when he or she deems it expedient, and shall do so at the written request of 10 members, or by vote of a majority of the Executive Board. Due notice of special meetings shall be sent to all members, it being sufficient if written notice of the time and place at which such special meeting is to be held and of the business to be transacted thereat is mailed to each member of the corporation at their last known address at least seven (7) days prior to the date of such special meeting. No business shall be transacted at any special meeting except that stated in the notice thereof.

§ 4: Quorum - Any ten (10) voting members shall constitute a quorum for the transaction of business at any annual, regular or special meeting.

ARTICLE VII: Officers

§ 1: The officers of this corporation shall be a President, a Vice-President, a Treasurer, a Secretary, and a Membership Secretary, each of whom shall be elected at the annual meeting of the members. Each such officer shall serve until the next annual meeting. No person shall be eligible for election to more than one office at a time. The President and Vice-President shall not serve for more than two consecutive years.

§ 2: President - The President shall be the chief executive officer of the corporation. He or she shall preside at all meetings of the members and of the Executive Board and shall be an ex-officio voting member of all committees, except the nominating committee.

As soon as practicable following his or her election, the President, with the advice and

approval of the Executive Board, shall appoint (1) a Reviewer, who shall make a review of the accounts of the Treasurer at the close of the ensuing fiscal year of the corporation and submit the same to the Executive Board; and (2) chairman and members of Committees, as specified in Article IX of these Bylaws, to assist in the conduct of the corporation's affairs. In addition to the foregoing appointments, the President may from time to time, with the advice and approval of the Executive Board, appoint additional officials and agents, other than those herein expressly provided for, who shall perform such duties in furtherance of the purposes of the corporation as the Executive Board shall designate.

The President may, upon his or her own motion, appoint special committees to investigate and report on any subject pertinent to the purposes of the corporation.

§ 3: Vice-President - The Vice-President shall assume the duties of the President in the latter's absence.

§ 4: Secretary - The Secretary shall keep the corporation's charter, a certified copy of its Articles of Organization and amendments thereto, its Bylaws and a true record of all meetings of the corporation and Executive Board in a book to be kept therefore at the principal place of business of the corporation, which shall be the property of the corporation and open at all reasonable times to the inspection of any member of the corporation. He or she shall conduct all official correspondence at the direction of the President and Executive Board. He or she shall give due notice of all meetings of the members and of the Executive Board.

§ 5: Treasurer - The Treasurer shall have general charge of the financial affairs of the corporation and the care and custody of its funds, subject to the direction of the Executive Board. He or she shall keep accurate books of account which shall be the property of the corporation and at all reasonable times available for inspection by any member of the Executive Board. He or she shall make an annual report of the corporation's financial affairs at the annual meeting.

§ 6: Membership Secretary - The Membership Secretary shall keep a complete list of the members of the corporation and their addresses. He or she shall publish the membership list at least once a year. He or she shall send membership renewal notices to each member at least 30 days before the September meeting. He or she shall be

responsible for communicating with any outside organization requiring the membership list.

ARTICLE VIII: Executive Board

§ 1: **Composition** - The Executive Board shall consist of ten members as follows: the President, Vice-President, Secretary, Membership Secretary, Treasurer, the three most recently retired Presidents and two members of the corporation elected at the annual meeting; provided, however, that if at the annual meeting it shall appear that one or more of the three most recently retired Presidents shall be unable to serve as a member of the Executive Board, one or more additional members of the corporation shall be elected to fill the resulting vacancy or vacancies until the next annual meeting. All official actions of the Executive Board shall be by resolution duly adopted by at least six affirmative votes.

§ 2: **Powers** - Ultimate control of and responsibility for the management of the affairs and activities of the corporation shall be vested in the Executive Board which shall have and may exercise all of the powers conferred by law upon this corporation. In particular, and without limiting the generality of the foregoing, the Executive Board shall have the following powers:

- A. To act upon applications for membership in the corporation, and to accept or reject any such application for any reason which it, in its discretion, may deem sufficient.
- B. To terminate the membership of any member, after due notice and hearing, if in its judgment the continuation of such membership is prejudicial to the interests of the corporation.
- C. To provide for one or more classes of corporate membership and to determine the privileges and dues requirements for each such class of membership.
- D. After consultation with the Clubhouse Committee, to determine the terms and conditions upon which any particular person, not a member of the corporation, may have access to and use the facilities of the clubhouse maintained by the corporation.
- E. To approve, disapprove or amend the annual budgets prepared by the several committees provided for in Article IX of these Bylaws.

F. To enforce any rules or regulations of the Clubhouse Committee by order suspending the clubhouse privileges of a member or, in appropriate cases, by termination of membership as provided in paragraph B above.

G. In the event any officer of the corporation or any member of the Executive Board should become unable to serve for any reason, or should resign, to fill the resulting vacancy until the next annual meeting. The action of the Executive Board in filling any such vacancy shall be reported at the next regular meeting of the members.

§ 3: **Meetings** - A regular meeting of the Executive Board may be held at the behest of the President after each meeting of the members of the corporation without prior notice being given. A regular board meeting may also be held at the behest of the President at any time and place determined by the Executive Board, provided only that due notice be given to the members of the corporation at a regular meeting of the members or in the bulletin sent to all members. The Executive Board may take action on any business coming before it at any regular board meeting provided a quorum of the board is present.

Special meetings of the Executive Board may be held at any time and at any place that the Executive Board may determine from time to time, and shall be held whenever called for by any two or more members of the Executive Board. Due notice of any such special meeting shall be given by the Secretary to each member of the Executive Board, it being sufficient if written notice of the time, place and purpose of such a special meeting is mailed by the Secretary to each member of the Executive Board at their last known address at least seven (7) days in advance of the date set for such special meeting. No business shall be transacted at any such special meeting other than that indicated in the notice thereof; provided, however, that any special meeting at which all of the members of the Executive Board are present, even without any notice, any business may be transacted. Resolutions of the Executive Board may be duly adopted by the unanimous telephoned consent of all members of the Executive Board, provided only that any such resolution so adopted be recorded in the minutes of the next regular meeting of the Executive Board.

§ 4: **Quorum** - Six members of the Executive Board shall constitute a quorum for the transaction of business at any regular or special meeting.

§ 5: **Reports** - All of the actions taken at all meetings of the Executive Board shall be reported to the members of the corporation. They shall be reported by the Secretary at the next regular meeting of the corporation and shall be published in the next regular notice sent to members of the corporation.

ARTICLE IX: Committees

§ 1: **Permanent Committees** - There shall be two permanent committees of the corporation, as follows: Clubhouse Committee and Observing Committee.

§ 2: **Other Committees** - The Executive Board may from time to time provide for other committees in order to assist in the conduct of affairs of the corporation. The Chairman of any such committee shall be appointed annually by the President with the advice and approval of the Executive Board. All such committees shall be subject to the provisions of this article.

§ 3: **Annual Budgets** - Each committee shall prepare and submit to the Executive Board at its September meeting a proposed budget setting forth in summary form expected receipts and proposed disbursements for the current fiscal year. In the case of the Clubhouse Committee, such proposed budget shall include a schedule of the prices at which materials and supplies will be offered for resale to members. The Executive Board may approve, amend, or disapprove of and require the resubmission of any such proposed budget, and shall report on each such proposed budget as approved or amended at the next meeting of the members. The approval of the Executive Board shall be required for any proposed disbursement by or on behalf of a committee which is not included in the corresponding budget as finally approved or amended at the next meeting of the members.

§ 4: **Annual Reports** - The Chairman of each committee shall prepare a written annual report to be read to the members at the Annual Meeting and filed with the minutes thereof.

§ 5: **Members of Committees** - Members of committees shall be designated by the respective Chairman and shall serve as such until the next annual meeting. The Chairman of each committee shall give written notifications of any such

designation to the Secretary at or prior to the next regular meeting of members.

ARTICLE X: Clubhouse Committee

The clubhouse shall be managed by a Clubhouse Committee responsible to the Executive Board with duties and powers as follows:

§ 1: The Clubhouse Committee shall be responsible for all matters affecting the proper operation of a shop for the use of the members, and shall have all powers necessary to the performance of their duties. In particular, without limiting the generality of the foregoing, the Clubhouse Committee shall have the power:

- A. To acquire materials, tools and equipment for the shop.
- B. To plan, order and superintend all installations, changes and renovations of the clubhouse.
- C. To organize classes in telescope making, optics and allied subjects.
- D. To establish priorities in the use of equipment and tools among classes and allied projects organized by them, individual projects, and any other activities carried on with permission of the Executive Board.
- E. To regulate the sale of materials.
- F. To encourage and assist in the training of instructors.
- G. To make, and to enforce by suspension of a member's clubhouse privileges in an appropriate case, any rules and regulations necessary to the proper operation of the clubhouse, which rules and regulations shall be posted in a conspicuous place in the clubhouse and shall not take effect unless and until so posted.

ARTICLE XI: Elections

§ 1: **Nominations** - At the regular meeting of the members in April of each year, the President shall propose a list of the names of six members from which the members present at the meeting shall choose by ballot the names of three members to act as a nominating committee to select a full slate of candidates for the elected positions on the Executive Board. The approval of all members of the nominating committee shall be required for a nomination. The nominating committee shall advise the members of its nominations at the next regular meeting of the members, and those

nominations shall be included in the notices sent to the members of the annual meeting. Members shall have the right to offer additional nominations from the floor of the annual meeting, provided only that a suitable written notice, containing the name or names of the person or persons to be nominated from the floor at the annual meeting, and the signatures of at least seven members, is filed with the Secretary not less than ten (10) days prior to the date of the annual meeting.

§ 2: Elections - Election of officers and members of the Executive Board shall be held at the annual meeting, and the affirmative vote of a majority of the members present at the annual meeting shall be necessary for election. All such elections shall be conducted by voice vote of the members present; provided, however, that if five or more members object to such procedure in the case of any particular election, that election shall be conducted by secret written ballot.

ARTICLE XII: Dissolution

Upon dissolution of the corporation, the Board of Trustees (The Executive Board) shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner as to comply with, or to such organization or organizations organized and operated exclusively under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE XIII: Fiscal Year

The fiscal year of this corporation shall begin on the first day of June in each year and end on the thirty-first day of May of the following year.

ARTICLE XIV: Amendments

These Bylaws may be amended by vote of two-thirds of the members present at any regular meeting but no such amendment shall be valid unless written notice thereof shall have been given to each member prior to the regular meeting immediately preceding the regular meeting at which such amendment is adopted, it being sufficient if notice of the proposed amendment is contained in a notice of the meeting mailed by the Secretary to each member at their last known address at least seven (7) days in advance of the

regular meeting immediately preceding the regular meeting at which the proposed amendment is to be acted upon. In no event, shall any purported amendment of these Bylaws or of the Certificate of Incorporation of this corporation be valid if it would have the effect of disqualifying this corporation from its tax exempt status under either Federal or Massachusetts law, or cause contributions to this corporation to be non-deductible for federal income tax purposes by the donors thereof.

May 12, 1966
 Approved June 9, 1966
 Adopted June 16, 1966 by incorporators
 Incorporation effective June 22, 1966
 Amended March 14, 1968
 Amended May 8, 1975
 Amended May 11, 1978
 Amended January 10, 1980
 Amended June 10, 1982, Added Membership Secretary
 Amended April 14, 1984
 Amended September 10, Articles V, VIII and IX
 Amended February 13, 1992, Added Section 5 to Article VIII
 Amended December 10, 1992, Article V
 Amended November 9, 1995, Articles V, VI, VII, VIII, XI, XII
 Amended September 14, 2006, Article VII

This version prepared by Richard Koolish, May 11th, 2000;
 reformatted by Bernie Volz, February 26th, 2006.