

Southern Maine Astronomers Bylaws

1. PURPOSE

1.1 General Purposes.

The purposes of the Southern Maine Astronomers ("SMA") are to:

- Promote the science of Astronomy by offering a forum for the interaction and collaboration of amateur and professional astronomers and members of the general public;
- Engage in outreach activities for children and adults that excite and educate about the wonders of our universe;
- Assist schools and libraries with curricula and special projects related to Astronomy;
- Collaborate with local astronomical societies in the above objectives; and
- Actively engage as a member of the International Dark Sky Association in efforts to curtail light pollution and preserve dark Maine skies.¹

2. TAX-EXEMPT STATUS

2.1 Statement of Exemption. It is intended that SMA shall have and continue to have the status of a non-profit organization that is (a) exempt from federal income tax under Section 501 (a) of the Internal Revenue Code of 1986, as amended, or successor provisions of federal tax law (the "Internal Revenue Code") and, more particularly, as an organization described in Section 501(c)(3) of such Code, (b) eligible for contributions that are deductible under Sections 170(c)(2) and 2055(a)(2) of the Internal Revenue Code consequently, and (c) other than a private foundation as defined in Section 509(a) of the Internal Revenue Code. The Articles of Incorporation and these Bylaws shall be construed accordingly and all powers and activities shall be limited accordingly.

In furtherance of its tax-exempt purpose, no substantial part of the activities of SMA shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided that SMA shall have the power to make an election under Section 501(h) of the Internal Revenue Code. Likewise, SMA shall not participate or intervene in any manner or to any extent in any political campaign on behalf of any candidate for public office. Furthermore, SMA shall not engage in any activities that are unlawful under applicable federal, state or local laws.

2.2 Prohibition of the Inurement of Assets and Income to Private Persons. All the assets and income of SMA shall be used exclusively for its charitable, scientific, and educational purposes and no part thereof shall inure to the benefit of any private individual; provided, however, that nothing contained herein shall be

¹ Amended 3/20/21. The prior version set forth the Purposes of SMA to: "promote the science of Astronomy; Collaborate with schools in promoting astronomy within their curricula; provide a means of correlating amateur activities with professional research; and encourage and coordinate activities among local astronomical societies."

construed to prevent the payment by SMA of salaries and expenses to officers and employees of SMA.

2.3 Dissolution. If this organization be dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of SMA, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed to one or more organizations which the Board of Directors then determines is qualified both as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code, and as an organization engaged in activities substantially similar to those of SMA (within the meaning of 13-B M.R.S.A. §407).

3. MEMBERSHIP

There shall be five classes of membership. **3.1 Membership Categories²**

- a. **Individual** - Any individual who has paid the Individual Membership rate.
- b. **Family** - More than one individual from the same family who has paid the Family Membership rate.
- c. **Lifetime** - Any individual who has paid the Lifetime Membership rate.
- d. **Supporting** - Any corporation, organization, or individual³ that has paid the Supporting Membership rate.
- e. **Student** - Any person engaged in a full-time degree-granting educational program whether secondary, post-secondary or graduate⁴ who has paid the Student Membership rate.

3.2 Membership Benefits and Privileges

- a. **Voting** - All members in good standing shall be entitled to vote on all matters brought before the membership. Family memberships shall be entitled to one vote.⁵
- b. **Use of facilities** - When properly certified all members shall be entitled to use SMA's equipment and facilities in accordance with SMA's policies. Any revenue generated through the use of SMA's name or assets shall inure to SMA and not

² Amended 10/19/22 by removing the phrase "with an interest in SMA's purpose" from each of the membership categories a, b, c, d and e, and changing the verb tense as may be required to have the resulting phrase read correctly.

³ Amended 10/19/22 by adding a comma after "corporation, striking out "or" before "organization" and inserting "or individual" to clarify that individuals can be Supporting Members.

⁴ Amended 10/19/22 "engaged in a full-time degree-granting educational program whether secondary, post-secondary or graduate" after "Any person" and deleted "under the age of 19" to make clear that the student rate applies to all students engaged in degree-granting programs.

⁵ Amended 10/19/22 by adding the last sentence "Family memberships shall be entitled to one vote" to clarify voting rights assigned to family memberships.

- to
any individual.
- c. Benefits - All members will be entitled to all membership benefits as may be established by SMA including such things as free attendance at SMA events, discounts on astronomical magazine subscriptions, etc.

3.3 Member Powers

The Member shall have those rights granted by the Maine Nonprofit Corporation Act and such additional rights as are set forth in the Articles of Incorporation and these Bylaws.

These rights are:

By majority vote of the Members in good standing and eligible to vote at the time of the election:

- a. Annual selection of the Board of Directors.
- b. Modification in either the size of or the qualifications for⁶ the Board of Directors as further provided for in Section 5 herein.

By a two-thirds (2/3) vote of the Members in good standing and eligible to vote at the time of voting:

- c. The amendment, restatement, or modification of the Articles of Incorporation of SMA.
- d. The approval of the sale, lease, or other disposition (excluding the mortgage or pledge) of all, or substantially all, of the assets and property of SMA.
- e. The dissolution of SMA or its merger with or consolidation with another organization.

In addition, a Member may, at any time, propose a change to the Bylaws. Such proposals will be considered by the Board at its next regularly scheduled meeting, the proposed change published to all Members for comment and the recommended change acted upon by the Board of Directors at its next regularly scheduled meeting subsequent to the publication.

3.4 Meetings of Members

- a. Annual and Special Meetings. The annual Membership meeting shall be held at such time and place as the Directors may determine. Special Membership meetings may be called at the written request of twenty percent (20%) or more of the Members.
- b. Notice. The President shall notify the Members of the Annual Meeting and any

⁶ Amended 10/19/22 to delete the word “of” and substitute “for” to address a grammatical error.

Special Meeting at least fourteen (14) days before the date of the meeting.

- c. Voting. Each Member shall have one vote. No voting by proxy shall be permitted at any annual or special meeting.
- d. Quorum. For purposes of transacting business at the Annual Meeting or at a Special Meeting, representation comprised of twenty-five percent (25%) of the Membership then in good standing will constitute a quorum. A quorum may be accomplished through the use of electronic conference as provided for in Section 9.

4. DUES

4.1 Term

- a. Annual. Dues are due and payable on a calendar year basis in January except in the case of Lifetime Memberships which are paid only once with the membership. Any member whose dues are not paid by February 28th will be considered delinquent. Delinquent members lose all benefits and privileges of membership.⁷
- b. Reinstatement. Delinquent membership may be reinstated upon payment of a reinstatement fee to be determined by the Directors.
- c. Proration. New memberships commencing before April 1 are valid through December 31 of the same calendar year and are at the annual dues rate.

New memberships commencing after March 31 but before October 1 are valid through December 31 of the same calendar year and are at 50 percent of the annual dues rate.

New memberships commencing after September 30 are valid through December 31 of the following year and are at 100 percent of the annual dues rate.⁸

4.2 Membership Rates. The Board of Directors will determine the rates for the various classes of membership from time to time.

⁷ Amended 11/15/23 to rewrite paragraph (a) for clarity. It previously read “a. Annual. Dues are due and payable on a calendar year basis. Except in the case of Lifetime Memberships dues are due annually in January. Any member whose dues are not paid by February 28th will be considered delinquent. Delinquent members lose all benefits and privileges of membership.”

⁸ Amended 11/15/23 by deleting paragraph (c) and inserting a new scheme of proration of dues in the first year of membership. The deleted language read as follows: “Memberships commencing after July 1. The Executive Committee or the Chair of the Membership Committee may extend the period of membership for anyone joining after July 1 to include the following calendar year.”

5. GOVERNANCE

5.1 Board of Directors.

- a. Authority. Consistent with the organizational goals and interests of the Members, the Board of Directors (hereinafter the "Board") shall be and shall have the full authority to direct the affairs and activities of SMA.
- b. Qualifications. The Board shall be comprised of SMA Members in good standing who are in a position to advance the purposes and goals of SMA.
- c. Size and Representation. The size of the Board shall not be fewer than five (5) nor more than eleven (11) members or as otherwise may be provided in the Articles of Incorporation.
- d. Terms of Service. Terms of service shall be for two years and members may run for unlimited terms.⁹
- e. Voting Rights. Each member of the Board shall have one vote.
- f. Removal of a Director. Members are expected to remain in good standing during their term of service on the Board as Director. In the event a Member terminates or has his membership terminated, the Director may be subject to removal by a two-thirds (2/3's) vote of the remaining Directors. Regardless of the Member's status, any director may be removed with cause subject to a two-thirds (2/3's) vote of the remaining Directors.
- g. Removal of a Member. Members may be removed with cause subject to a two-thirds (2/3's) vote of the Directors.
- h. Vacancies. In case of a vacancy in the Board, the Board may, by majority vote of the Directors then in office, elect a replacement director from among the membership to fulfill the unexpired term.

5.2 Officers.

- a. Enumeration and Term of Officers. The Board of Directors shall elect a President, Vice President, Secretary, and Treasurer of SMA and such other officers as the Board from time to time deems appropriate. No two or more offices may be held by the same person. With the exception of the President and Vice President and as provided for below, Officers need not be elected annually and shall hold office until their successors are chosen and have been qualified, or until their earlier resignation or removal from office.

⁹ Amended 3/1/12. Prior version stated: "Each Director may serve for two (2) consecutive two (2) year terms. Following a one year break in service, a Member is eligible for two (2) additional two year terms."

- b. President. The Board of Directors shall annually elect one of its members as President (who shall also serve as President of the Corporation) at the Annual Meeting of the directors of SMA. The President shall serve a one-year term and is eligible for re-election but in no case for more than six (6) successive years. The President shall provide policy direction and have general oversight of all affairs of SMA. S/he shall preside at all meetings of the Board of Directors and shall perform all duties incident of the office of President.
- c. Vice President. The Vice President shall be a member of the Board of Directors and shall be elected annually at the Annual Meeting of the directors of SMA. The Vice President shall serve a one-year term and is eligible for re-election, but in no case for more than six (6) successive years. The Vice President shall perform all duties of the President in the event of his/her incapacity, resignation or removal from office until the next Annual Meeting of the directors
- d. Treasurer. The Treasurer shall be a member of the Board of Directors. Among his/her duties, the Treasurer shall insure the preparation of financial statements, including quarterly operating figures and balance sheets, supervise the preparation of the annual budget, and be responsible for the financial management of SMA, including long-range financial planning.
- e. Secretary. The Secretary shall be a member of the Board of Directors and be responsible for recording the proceedings at the Board Meetings. S/he may give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary may certify all votes, resolutions, and actions of the Board of Directors, and may attest all documents executed on behalf of SMA.
- f. Removal. All officers serve at the pleasure of the Board of Directors and may be removed at any time by the vote of a majority of the Directors then serving, with or without cause.
- g. Resignations. Any officer may resign by giving written notice to the President or Secretary. Unless otherwise specified therein, a resignation shall take effect upon receipt of such notice, and the acceptance of such resignation shall not be necessary to make it effective.
- h. Vacancies. A vacancy in any office, however occurring, shall be filled by the Board of Directors.
- i. Powers and Duties. Except as provided for herein and subject to the control of the Board of Directors, each officer shall have such powers and duties as are customarily incident to his or her office or as the Board of Directors may otherwise prescribe.

6. COMMITTEES

- 6.1 SMA Committees. The President, upon approval from the Board of Directors, may designate one or more Committees such as a Program Committee from among

SMA's Board or Members, each such committee consisting of one or more Directors. The Board of Directors may delegate to any such committee all or any portion of the authority of the Board, except authority to amend these Bylaws, and to the extent prohibited by the Maine Non-Profit Corporation Act. Each committee shall keep regular minutes of its meetings and shall report its actions to the Board of Directors when so requested.

6.2 Executive Committee. The Executive Committee shall consist of the officers of the Board, and such other directors as appointed by the President and shall have and may exercise the power to transact all regular business of the Corporation during the period between meetings of the Board, subject to any prior limitation imposed by the Board. The Executive Committee shall: (i) report all matters of major importance to the Board at its next regularly scheduled meeting; (ii) oversee the review of the Corporation's governing documents; (iii) oversee the Corporation's activities with respect to its regulatory compliance activities; and (iv) complete such other responsibilities as may be delegated by the Board.

6.3. Nominating Committee.

a. Directors. The nominating committee shall be responsible for nominating eligible candidates for a director position on the Board and shall propose a slate of nominees to be submitted to the Members at the annual meeting of SMA. The Nominating Committee, shall strive to recommend a well-balanced slate of nominees from among the various classes of membership. A majority vote of the Members is required to approve a nominee.

b. Officers. The Nominating Committee shall be responsible for nominating eligible candidates for an officer position on the Board and shall prepare a slate of nominees to be submitted to the Board at its annual meeting. The Nominating Committee shall strive to recommend a well-balanced slate of nominees. A majority vote of the Board is required to approve a nominee.

7. MEETINGS OF THE BOARD OF DIRECTORS

7.1 Regular, Special and Annual Meetings. The Board of Directors shall meet at least four times a year to conduct business. Members may attend meetings of any committee of SMA. One of the meetings of the Board of Directors shall be its annual meeting, which shall be held immediately following the annual meeting of SMA. Three or more Directors may call a special meeting of the Board of Directors. When it is not practical or desirable to call a Special Meeting of the Board of Directors, the Directors may act by signing written consents, as provided in Section 8.

7.2 Minutes. Minutes of all meetings of the Board of Directors and any relevant committees shall be taken and reported at the next meeting of the Board or relevant committee.

7.3 Notice of Meetings of the Board of Directors and Committees.

a. Board of Directors. The President or his/her designee shall notify the Board of

Directors of each Regular Meeting, Annual Meeting, and of each Special Meeting at least fourteen (14) days before the date of the meeting. The schedule of meetings of the Board of Directors shall be sent, as information copies to all members¹⁰ of SMA and shall be posted on SMA's website.

- b. Committees. The President or his or her designee shall notify the members of the relevant committee of each Regular Meeting and of each Special Meeting at least seven days before the date of the meeting. The schedule of meetings of the relevant committees shall be sent, as information copies to all Members.

7.4 Quorum.

- a. Board of Directors. For transacting business at the Annual Meeting, each Regular Meeting or at a Special Meeting, a majority of all Directors constitutes a quorum. If a quorum is not present at any meeting, any action may be taken provided each of the Directors signs a written consent, as provided in Section 8. A quorum may be accomplished through the use of electronic conference as provided in Section 9.
- b. Committees. For transacting business at any meeting of a committee of the Board of Directors, a majority of the members of the relevant committee shall constitute a quorum. If a quorum is not present at any meeting, any action may be taken provided each of the committee members signs a written consent, as provided in Section 8. A quorum may be accomplished through the use of electronic conference as provided in Section 9.

8. UNANIMOUS ACTION WITHOUT A MEETING

The Board of Directors or any Committee of the Board of Directors may take any action, normally taken at a meeting, without a meeting providing all members of the relevant body sign written consents that set forth the action taken or to be taken and that are signed either before or after the intended effective date of the action. The signed consents shall be filed with the minutes of the relevant body and shall have the same effect as a unanimous favorable vote.

9. MEETINGS BY ELECTRONIC CONFERENCE

Meetings of the Board of Directors or any Committee of the Board of Directors may be held by means of an electronic conference allowing all persons participating in the meeting to hear each other at the same time; provided that all Directors are properly notified and called, unless they expressly indicate they cannot participate. The minutes of any meeting held by an electronic conference shall be reported at the next meeting of the Board of Directors or relevant committee.

10. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 10.1 Mandatory Indemnification.** Except to the extent expressly prohibited by law or by the Articles or these Bylaws, SMA shall in all cases indemnify any existing or former member of the Board of Directors or officer of SMA who was or is a party

¹⁰ Amended 3/20/12: eliminated the duplicative word "Member."

or is threatened to be made a party to any threatened, pending, or completed action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that s/he is or was a director, officer, employee, or agent of SMA or is or was serving at the request of the Board as a member of the Board of Directors, officer, trustee, partner, manager, fiduciary, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, pension or other employee benefit plan, or other enterprise, or by reason of his or her conduct in any such capacity, against expenses (including, without limitation, costs of investigation and attorneys' fees, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. Provided, however, that indemnification shall not be mandatory in respect of (i) any action or claim by such person against SMA, or against one or more members of the Board of Directors or officers of SMA in their capacities as such, or (ii) any action or claim by or in the right of SMA against such person if such action or claim was approved, prior to the filing thereof, by the affirmative vote of at least two-thirds of the Board of SMA then in office.

10.2 Permissive Indemnification. Except to the extent that indemnification is mandatory under (a) above, SMA may, but shall not be required to, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that s/he is or was a member of the Board of Directors, officer, employee, or agent of SMA or is or was serving at the request of SMA as a member of the Board of Directors, officer, trustee, employee, partner, manager, fiduciary, or agent of another corporation, partnership, limited liability company, joint venture, trust, pension or other employee benefit plan, or other enterprise, or by reason of his or her conduct in any such capacity, against expenses (including, without limitation, costs of investigation and attorneys' fees, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. Such indemnification shall be subject to any restrictions imposed by applicable law or by the Board in its discretion.

10.3 Advance Payment of Expenses.

- a. With respect to any claim for which indemnification is mandatory under Section 10.1 above, all expenses reasonably incurred by any existing or former member of the Board of Directors or officer in connection with such claim shall promptly be paid by SMA, even in advance of the final disposition of the action, suit, or proceeding in which such claim is asserted or threatened.
- b. With respect to any claim for which indemnification is permitted under Section 10.2 above but not mandatory under Section 10.1, expenses reasonably incurred by a person in connection with such claim may, in the discretion of the Board, be paid by SMA in advance of the final disposition of the action, suit, or proceeding in which such claim is asserted or threatened. The Board,

in its sole discretion, may impose such conditions as it deems appropriate on any advance payment of expenses under this Paragraph (b).

c. Notwithstanding Sub-paragraphs (i) and (ii) of this Paragraph, no advance payment of expenses shall be made hereunder unless SMA shall be in receipt of:

(i) A written undertaking by or on behalf of the indemnified person to repay that amount if such person is finally adjudicated not to be entitled to indemnification by SMA; and

(ii) A written affirmation by the indemnified person that s/he (a) acted honestly and in the reasonable belief that his or her action was in or not opposed to the best interests of SMA (or, in the case of a person serving as a fiduciary of an employee benefit plan or trust, in or not opposed to the best interests of that plan or trust or its participants or beneficiaries) and (b) with respect to any criminal action or proceeding, that s/he did not have reasonable cause to believe that his or her conduct was unlawful.

The undertaking required by clause (i) of this Sub-paragraph (c) shall be an unlimited general obligation of the person seeking the advance, but (except to the extent otherwise provided by the Board pursuant to Sub-paragraph (b)) shall not be secured and shall be accepted without reference to financial ability to make the repayment.

10.4 Nonexclusive Remedy; Benefit. The rights provided by this Article shall not be deemed exclusive of any other right of indemnification or payment provided by contract, the Articles, vote of the Board of Directors or otherwise. Any right of indemnity or payment arising under this Article shall continue as to a person who has ceased to hold the office or position in which such right arose; shall inure to the benefit of his or her heirs, executors, and administrators; and shall survive any subsequent amendment of this Article.

11. SIGNATURE AUTHORITY

a. All checks or demands for money and notes of SMA shall be signed by the President, the Treasurer or such other officers or persons as the Board of Directors may from time to time designate. Any checks written by SMA of \$1,000 or more require the signature of two designated signers.

b. The President or the Treasurer may sign, singly or with any proper officer of SMA authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors to some other officer or agent of SMA, or shall be required by law to be otherwise signed or executed.

12. GENERAL PROVISIONS

12.1 Amendments to the Bylaws. The Bylaws may be amended at any meeting of the Board of Directors by an affirmative vote of the majority of the Directors present, provided that the written notice of the meeting, as provided in Section 7.3, is accompanied by a copy of the proposed amendment or amendments.

12.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year, beginning on January 1 and ending on December 31 of each year.

Gender. Each reference in these Bylaws to the words "he", "his", or "him" shall be deemed also to refer to the feminine "she" or "her", as appropriate.

12.3 Waiver of Notice, Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the meeting, therein, shall be deemed equivalent to the giving of such notice. Such waiver shall be filed with the corporate records.

12.4 Construction of Titles and Headings Construction of Titles and Headings
The titles of Articles and headings of these Bylaws are intended to aid the reader in locating the substantive provisions contained herein. They shall neither be interpreted as making or modifying any addition to or change of the substance of the operative provisions of these Bylaws, nor be understood to summarize the provisions to which they relate.

13. **EFFECTIVE DATE OF THE BYLAWS**

These Bylaws shall become effective upon adoption by the Incorporators of Southern Maine Astronomers.

Membership Dues Schedule

Individual	\$35
Family	\$45
Lifetime	\$1,000 , then waived thereafter ¹¹
Supporting	\$100
Student	\$10
Membership Renewal Late Fee	\$10

As adopted by the Board of Directors on August 27, 2004.

Amended by the Board of Directors, March 1, 2012

Amended by the Board of Directors, March 20, 2021

¹¹ Clarified 10/19/22: The fee schedule is not part of the bylaws as it is subject to change by the Board of Directors pursuant to §4.2 from time to time without the necessity of a bylaws amendment. Nevertheless the phrase "then waived thereafter," was added to clarify that the Lifetime Membership fee of \$1,000 was a one-time fee.

Amended by the Board of Directors, October 19, 2022