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BY-LAWS OF
NEW YORK ASTRONOMICAL CORPORATION

ARTICLE I

Name and offices

The name of this corporation shall be New York Astronomical Corporation with principal offices in the Town of Colonie, County of Albany, State of New York.

ARTICLE II

Purposes

The purposes of this corporation are to promote education and research in astronomy and astrophysics primarily for the scientific community of New York State and establish major astronomical facilities to be funded, erected and operated by and through the efforts of this corporation.

ARTICLE III

Members of the Corporation

SECTION 1. Membership of this corporation shall consist of colleges and universities of New York State that give the Ph.D. degree in astronomy or astrophysics. Associate membership shall consist of colleges, universities and other institutions in New York State that do research in astronomy, or teach astronomy and astrophysics courses on the college level, and observatories associated with any of the above institutions. All educational institutions must be accredited by the Board of Regents in order to be eligible for membership.

Members or Associate Members may be elected at any meeting of the Institutional Representatives by a two-thirds vote provided that the institution has first been nominated by an

25 Institutional Representative or a member of the Board of Directors and the nomination is
26 introduced during the meeting. Each institution elected shall have and assume all the rights,
27 powers, duties, and obligations which pertain to the existing membership upon payment of dues as
28 set forth below.

29 SECTION 2. The annual dues shall be \$100.00 for Associate Members and \$400.00 for
30 Members. In case of a member having two or more geographically separated campuses the
31 member shall specify which campuses will have benefits of membership and shall pay annual dues
32 of \$400 for each such campus having programs leading to the Ph.D. in astronomy or astrophysics,
33 and annual dues of \$100 for each such campus teaching astronomy and astrophysics on the college
34 level.

35 Dues for each succeeding year shall be payable on or before each annual meeting of the
36 membership. Any institution which fails to pay dues within sixty days following an annual meeting
37 may be removed from membership by a majority vote of all Institutional Representatives voting,
38 but shall not be subject to further penalty.

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40 SECTION 3. Dissolution. Upon dissolution of the New York Astronomical Corporation,
41 assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3)
42 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be
43 distributed to the federal government or to a state or local government for a public purpose. That
44 is, upon dissolution, it shall be the duty of the Institutional Representatives to designate a successor
45 non-profit, 501(c)(3) corporation organized for educational, professional or scientific purposes, to
46 take over all or substantially all of the functions and purposes of the corporation or if no such
47 successor corporation is so designated, to designate the non-profit corporation or corporations

48 organized for educational, professional or scientific purposes as the recipient or recipients to which
49 shall be paid over any property or assets remaining after dissolution. Any such assets not disposed
50 of shall be disposed of by a court of competent jurisdiction in the county in which the principal
51 office of the organization is then located, exclusively for such purposes or to such organization or
52 organizations, as said Court shall determine, which are organized and operated exclusively for such
53 purpose.

54 SECTION 4. Membership Not Assignable. Membership in or any other interest in this
55 corporation shall not be assignable.

56 SECTION 5. Resignation. Any institution may at any time resign from membership in the
57 corporation by resignation in writing delivered to the Secretary.

58 SECTION 6. Appointment of Institutional Representatives. Institutional Representatives
59 shall be appointed by the institution, one for each Member and one for each Associate Member, the
60 written appointment to be filed with the Secretary of the corporation. The institution may substitute
61 a different representative at any time by notifying the Secretary. The representative shall act as the
62 institution's proxy at any meeting of the membership.

63 ARTICLE IV

64 SECTION I. There shall be a Board of Directors that shall exercise all corporate power and
65 conduct and control the affairs and property of the corporation. It shall receive, use, hold and invest
66 any funds, gifts, bequests or endowments of the corporation and use the same or the proceeds
67 thereof for the corporation.

68 SECTION 2. The Board of Directors shall consist of a Director from each of the NYAC
69 Members and an equal number of Directors selected from Associate Members. Directors shall be
70 nominated by the Nominating Committee and elected by the Institutional Representatives. All

71 Directors have one vote on the Board. A person shall be considered elected to the Board of
72 Directors if the number of yea votes is greater than the number of nay votes for him or her. The
73 term of service for a Director will normally be three years.

74 SECTION 3. Vacancies on the Board of Directors occurring between annual meetings may
75 be filled for the balance of the year by vote of the majority of the remaining members of the Board
76 in accordance with the provisions of Section 2 of this Article. Such votes may be conducted by
77 electronic means, if deemed appropriate by the Chair of the Board.

78 SECTION 4. Nominating Committee. At each annual meeting of the Board of Directors a
79 Nominating Committee shall be elected to make nominations for election of Directors and officers
80 as terms expire or in case of resignations. At each annual meeting the Nominating Committee shall
81 submit a slate of nominees for open positions. A report of all such nominations shall be included in
82 the notice of each meeting of the Board of Directors at which an election is to take place.
83 Nominations may also be made from the floor. Vacancies on the Nominating Committee may be
84 filled by the Presiding Officer. Members of the Executive Committee shall not serve on the
85 Nominating Committee.

86 SECTION 5. Other Committees. The Board of Directors may appoint other committees
87 from inside or outside their own number and such committees shall have such terms and powers as
88 the Directors may determine. The Chair of the Board may make additions to any committees
89 described in these by-laws, to fill vacancies or otherwise. The Chair may also appoint *ad hoc*
90 committees to serve until the next meeting of the Board of Directors and to serve thereafter if the
91 appointment of any such committee is ratified at such meeting.

115 ARTICLE VI

116 Duties of Officers

117 SECTION I. Chair of the Board and Vice Chair of the Board. The Chair of the Board shall
118 preside at all meetings of the membership and of the Board of Directors, and shall perform such
119 other duties as may be directed from time to time by the Board. The Chair of the Board shall
120 belong *ex-officio* to all committees other than the Nominating Committee. In the absence of the
121 Chair of the Board at any such meeting, the Vice Chair shall preside and in the absence of the Chair
122 and the Vice Chair at any such meeting a temporary presiding officer shall be elected at the
123 meeting. The Vice Chair of the Board shall perform such other duties as may be prescribed from
124 time to time by the Board.

125 SECTION 2. Secretary. The Secretary shall give notice of each meeting of
126 the Board of Directors and of the membership, for which notice is required, and shall record all
127 action taken at each such meeting. In the absence of the Secretary at any meeting a secretary *pro*
128 *tempore* shall be appointed by the presiding officer. The Secretary shall also have the custody of
129 the seal and of the records of the corporation, and shall perform such other duties as may be
130 directed from time to time by the Board of Directors. The Secretary or other authorized officer shall
131 attest and affix the seal of the corporation to any instrument of which the execution under seal shall
132 be required. The Secretary shall furnish copies of the minutes of meetings of the Board of Directors
133 to all Institutional Representatives.

134 SECTION 3. Treasurer. The Treasurer shall have custody of the funds and other property of
135 the corporation and shall keep accurate records thereof and of all receipts and disbursements of the
136 corporation in financial books and shall deposit all moneys and other valuable effects in the name
137 and to the credit of the corporation with such depository or depositories as shall be designated by

138 the Board of Directors. The Treasurer shall be charged with disbursement of the funds of the
139 corporation by check or otherwise and shall render to the Board of Directors such reports as it shall
140 prescribe. The Board of Directors may authorize any one or more of the officers or employees of
141 the corporation, in addition to the Treasurer, to draw checks and to disburse the funds of the
142 corporation under such terms and conditions as may be specified. The Treasurer shall, if required
143 by the Board of Directors, furnish bond, as prescribed by the Board of Directors, for the faithful
144 performance of duties. All books, records and vouchers shall be open for the inspection of any
145 Director or Institutional Representative. The Treasurer shall at least once a year, and whenever
146 requested by vote of the Board of Directors, render a full and detailed account of all receipts and
147 expenditures and submit a schedule showing all property investments of the corporation and the
148 changes, if any, since the last Treasurer's report. The Treasurer shall perform such other duties as
149 may be directed from time to time by the Board of Directors

150 SECTION 4. Conveyances or Encumbrances. Conveyances or encumbrances of all or any
151 part of the property of this corporation may be made under the authority of the Board of Directors.
152 The Secretary is hereby authorized to execute the instruments of conveyance or encumbrance.

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ARTICLE VII

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Meetings of the Institutional Representatives

156 SECTION 1. The annual meeting of the Institutional Representatives shall be held on a
157 day in October or November of each year at a time and place within New York State designated by
158 the Board of Directors.

159 SECTION 2. Special meetings of the Institutional Representatives shall be held on call of
160 the Chair of the Board, or upon a written request filed with the Secretary by a majority of the

161 Institutional Representatives. Notice of each annual and special meeting of the Institutional
162 Representatives shall be given by electronic means to each Institutional Representative at least ten
163 days prior to the date of such meeting. In case of any special meeting, the notice shall include a
164 statement as to the purposes of the meeting. Any member who has not been given notice of the
165 time and place and purpose of any meeting of the membership may waive such notice in writing
166 prior to or subsequent to the holding of such meeting. At each meeting of the membership, quorum
167 for the meeting of the Institutional Representatives will be met when at least one third of the
168 institutional representatives, or their proxies, attend a meeting. An Institutional Representative may
169 authorize any other person from any other NYAC institution to serve as proxy at meetings, but
170 quorum is only satisfied by persons physically present or electronically connected. No attendee
171 may carry proxies for more than two other representatives. The Institutional Representatives, at
172 any meeting duly called and held may take any action specifically permitted by the law of the State
173 of New York, the Certificate of Incorporation the by-laws, and may also appoint, by majority vote
174 of the Institutional Representatives present, auditors to audit the books of the corporation and
175 report to the members. Special votes by the Institutional Representatives may be conducted via
176 electronic means, provided the Chair of the Board deem this appropriate. Written records of
177 electronic votes will be recorded in the annual minutes and presented at the annual meeting.

178 SECTION 3. Meetings of the Board of Directors. The Board of Directors shall have an
179 annual meeting to be held immediately following the annual meeting of the Institutional
180 Representatives unless said date is changed by resolution adopted at said annual meeting of the
181 Institutional Representatives. Additional meetings may be called at the direction of the Chair of the
182 Board, the Vice Chair of the Board, or upon the written request filed with the Secretary by one-
183 third or more of the directors then holding office.

184 SECTION 4. Notice of Meetings of the Board of Directors. Notice of each meeting of the
185 Board of Directors shall be given by electronic means to the Directors at least ten days prior to the
186 date of such meeting. Each notice of a meeting shall state the time and place a.

187 SECTION 5. Quorum at Meetings of the Board of Directors. At each meeting of the Board
188 of Directors, quorum for the meeting of the Directors will be met when at least 50% plus one of the
189 Directors, or proxies, attend (with 16 Directors, the quorum is 9). A Director may authorize any
190 person from any other NYAC institution to serve as proxy at meetings, but quorum is only satisfied
191 by persons physically present or electronically connected. No Director may carry proxies for more
192 than two other Directors. If there is no quorum at a meeting or at any adjournment thereof, then
193 those present may adjourn such meeting or adjourned meeting *sine die* or may adjourn such
194 meeting to a stated time and place provided that written notice of the time and place of the
195 adjourned meeting shall be given to each director at least ten days prior

196 SECTION 6. Voting at Meetings of the Board of Directors. Except as otherwise required by
197 law or by these by-laws, a majority of the directors present at any duly constituted meeting of the
198 Board of Directors at which a quorum is present may elect any officer; and a plurality of the
199 directors present at such a meeting may decide any other question and take any other action which
200 may properly come before such meeting. Unless otherwise provided by law or unless a written
201 ballot is requested by a director, no vote need be by ballot. Votes by the Board of Directors may be
202 collected via electronic means, provided the Chair of the Board deems this appropriate. Written
203 records of electronic votes will be recorded in the annual minutes and presented at the annual
204 meeting.

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ARTICLE VIII

Executive Committee

The Executive Committee shall consist of the officers and two other members of the Board of Directors designated by the Chair of the Board with the consent of the Board of Directors. At least one member of the Executive Committee shall be from the non-Ph.D. granting institutions. The duties of the Committee shall be to transact business between meetings of the Board of Directors and such other business as may be referred to it by the Board of Directors. Meetings shall be held as required upon call of the Chair of the Board.

ARTICLE IX

Indemnity

The provisions of this Article shall apply to each institution and/or its Institutional Representatives and each person elected a director or officer of the corporation. The words "officer" and "officers", wherever used hereafter in this Article, shall include any of the persons above described. The corporation shall indemnify any and all of its officers and former officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties, or a party, by reason of being or having been officers or an officer of the corporation, except in relation to matters as to which any officer or former officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of Institutional Representatives, or otherwise.

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ARTICLE X

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Amendments

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These By-Laws may be amended, repealed or added to by an affirmative vote of not less than two-thirds of the Institutional Representatives present at any meeting of the Institutional Representatives and the further requirement that this number be equal to or greater than one-half the total number votes that could be cast if all Institutional Representatives were present, provided notice of the meeting contained a copy of the proposed amendments and that same would be voted upon at said meetings.

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ARTICLE XI

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Fiscal Year

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The corporate fiscal year shall commence on July 1 and expire June 30.

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