

**Bylaws  
of  
Cedar Amateur Astronomers, Inc.**

---

**ARTICLE I  
NAME AND MISSION**

**Section 1.01. Name.** The name of the organization is **Cedar Amateur Astronomers, Inc.** (hereinafter referred to as "Corporation").

**Section 1.02. Mission.** The mission of this Corporation is to promote camaraderie, study and interest in astronomy-related topics within the membership and among the public via dissemination of knowledge and ideas through lectures, meetings, presentations, exhibits, tours of EIOLC facilities and exhibits, astronomical observations, astrophotography, educational discussions, and other activities and outreach initiatives. This includes a significant focus on STEM (Science, Technology, Engineering and Mathematics) education of school-age children. The Corporation will acquire, develop, operate and maintain facilities, equipment, exhibits, and other materials supportive of this overall purpose.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE II  
OFFICES**

**Section 2.01. Principal Office.** The principal office of the Corporation in the state of Iowa shall be located at the Eastern Iowa Observatory and Learning Center (hereinafter referred to as the "EIOLC"). The EIOLC is located at 1365 Ivanhoe Rd, Ely Iowa 52227, in the county of Linn. The Corporation may have other offices, either within or outside the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

**Section 2.02. Registered Office.** The Corporation shall have and continuously maintain in the state of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code Section 504.501. The registered office may be, but need not be, the same as the principal office in the state of Iowa, and the address of the registered office or

the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

### **ARTICLE III**

#### **MEMBERSHIP and DUES**

**Section 3.01. Classes of Members.** The Corporation shall have four (4) classes of members:

- A. Regular Members. A Regular Member is any individual whose dues for the Regular Membership as established by the Board of Directors in accordance with Section 3.03 are paid in full. Each Regular Member is entitled to one (1) vote.
- B. Regular Members with Family Option. A Regular Member whose dues for the Regular Member with Family Option as established by the Board of Directors in accordance with Section 3.03 are paid in full shall be entitled to have all other family members living at the same address as the Regular Member participate in any activities that the Regular Member is entitled to participate in by virtue of the dues paid. Each Regular Member whose dues for the Regular Member with Family Option are paid in full is entitled to one (1) vote. In addition, one, and only one, additional family member over eighteen (18) years of age is entitled to one (1) vote. It is incumbent on the Regular Member who has paid the dues for the Regular Member with Family Option to notify the Membership Coordinator (Section 7.11.3) of the CAA of the name of the individual who is authorized to cast the second vote. This second vote must be cast by the individual so named; the Regular member is not entitled to cast two (2) votes.
- C. Supporting Members. A Supporting Member is any individual whose dues for the Supporting Membership as established by the Board of Directors in accordance with Section 3.03 are paid in full. A Supporting Member whose dues as established by the Board of Directors in accordance with Section 3.03 are paid in full shall be entitled to have all other family members living at the same address as the Supporting Member participate in any activities that the Supporting Member is entitled to participate in by virtue of the dues paid. Each Supporting Member whose dues are paid in full is entitled to one (1) vote. In addition, one, and only one, additional family member over 18 years of age is entitled to one (1) vote. It is incumbent on the Supporting Member who has paid the Supporting Member dues to notify the Membership Coordinator (Section 7.11.3) of the CAA of the name of the individual who is authorized to cast the second vote. This second vote must be cast by the individual so named; the Supporting member is not entitled to cast two (2) votes.

- D. **Benefactor Members.** A Benefactor Member is any individual whose dues for the Benefactor Membership as established by the Board of Directors in accordance with Section 3.03 are paid in full. A Benefactor Member whose dues as established by the Board of Directors in accordance with Section 3.03 are paid in full shall be entitled to have all other family members living at the same address as the Benefactor Member participate in any activities that the Benefactor Member is entitled to participate in by virtue of the dues paid. Each Benefactor Member whose dues are paid in full is entitled to one (1) vote. In addition, one, and only one, additional family member over 18 years of age is entitled to one (1) vote. It is incumbent on the Benefactor Member who has paid the Benefactor Member dues to notify the Membership Coordinator (Section 7.11.3) of the CAA of the name of the individual who is authorized to cast the second vote. This second vote must be cast by the individual so named; the Benefactor member is not entitled to cast two (2) votes.

**Section 3.02. Qualifications.** Membership may be granted to any individual that supports the mission of the Corporation and who completes a Membership Application and whose dues as set in accordance with Section 3.03 are paid in full. No person shall be admitted without his or her consent.

**Section 3.03. Annual Dues.** The annual dues payable to the Corporation by members of each class shall be proposed by the Board of Directors and approved by a majority of the voting members of the Corporation, represented in person or by electronic means, at a Business Meeting of the Members.

**Section 3.04. Payment of Dues.** Members may join the CAA at any time of the year, and their membership becomes valid upon receipt of their membership application and payment of dues. Paid memberships are valid for one year, and dues for subsequent years are payable on or before the expiration of the current membership term. The Membership Coordinator shall keep records of the date that each member joined and/or renewed their membership and shall provide each member with an email notice of the due date for renewal dues at least 30 days in advance of the membership expiration date. Members may also elect to pre-pay dues for one or more future years; in this case the Membership Coordinator will record the pre-payments and adjust the schedule for renewal notices accordingly. Membership dues, once paid, are not refundable unless authorized by a majority vote of the voting members of the Board of Directors on a case-by-case basis.

**Section 3.05. Late Payment of Renewal Dues.** Any member who is in default by more than 30 days in the payment of renewal dues shall be sent a reminder via email. If the dues remain unpaid for an additional 30 days after the reminder email is sent, such member will have his or her membership terminated. Any member terminated for failure to pay renewal dues may be reinstated by submitting a new application and having the then-applicable dues paid in full.

**Section 3.06. Involuntary Termination or Suspension of Membership.** After an appropriate hearing, the Board of Directors, by a unanimous vote of all the members of the Board or by a majority vote of all of the members of the Board confirmed by a majority vote of voting members present at a Business Meeting of the

Members at which a quorum is present, may suspend or expel a member who engages in Unacceptable Behavior as defined in Article XIII or for any act by the member that is deemed by the Board of Directors as being detrimental to the Corporation's purpose. Any member suspended or terminated in accordance with this Section 3.06 shall be eligible to reapply for membership after a period of six (6) months; however, such readmission must be approved by a majority vote of the Board of Directors.

**Section 3.07. Resignation.** Any member may resign at any time by filing a written resignation, by US Mail or an email, with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the President or Secretary. Acceptance of a resignation is not necessary for it to be effective. Resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges previously accrued and unpaid.

**Section 3.08. Transfer of Membership.** Any membership in this Corporation may not be transferred and assigned by a member. Further, the Corporation may not purchase memberships.

**Section 3.09. Enrollment of CAA Members in the Astronomical League.** The CAA may choose to automatically enroll their members in Astronomical League (AL). If and when this is done, the CAA is required to periodically provide membership counts and to pay dues for their members to the Astronomical League. Regular Members, Regular Members with Family Option, Supporting Members, and Benefactor Members whose dues are paid in full shall be included in member counts reported to the Astronomical League. Individuals entitled to participate in CAA activities by virtue of family relationships, whether or not they are entitled to vote, shall not be included in the member counts reported to the Astronomical League.

## **ARTICLE IV MEETINGS OF MEMBERS**

### **Section 4.01. Business Meetings.**

- A. An Annual Business Meeting of the Members shall be held on the first Thursday in December of each year, at the hour of 7 pm, for the purpose of electing directors and officers and for the transaction of any other business that may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the state where the meeting is to be held, the meeting shall be held on the next succeeding Thursday. If the election of directors and officers is not held on the day designated here for any annual meeting, or at any adjournment of the annual meeting, the Board of Directors shall cause the election to be held at a Special Meeting of the Members as soon after as is convenient.
- B. Additional Business Meetings of the Members shall be held on the first Thursday each remaining month, at the hour of 7 pm, for the transaction of any business that may come before the meeting.

If the day fixed for any of these additional Business Meetings is a legal holiday in the state where the meeting is to be held, the meeting shall be held on the next succeeding Thursday.

**Section 4.02. Special Business Meetings.** Special Business Meetings of the Members may be called by the President, the Board of Directors, or by members having one-twentieth of the votes entitled to be cast at the meeting.

**Section 4.03. Place of Business Meetings.** The Board of Directors may designate any place within the state of Iowa as the place of meeting for any Annual Business Meeting, Additional Business Meeting, or any Special Meeting called by the Board of Directors or the President. If no designation is made, the place of meeting shall be the principal office of the Corporation (the EIOLC) as designated in Section 2.01; provided, however, that if a quorum of the Board of Directors and at least fifty percent (50%) of all members eligible to vote meet at any time and place, either within or without the state of Iowa, and consent to the holding of a Business Meeting, the meeting shall be valid without call or notice, and any corporate action may be taken at the meeting. Attendance at Business Meetings may be in person or by electronic means such as Zoom or other comparable technologies. Members eligible to vote may cast such votes whether they attend in person or by electronic means.

**Section 4.04. Notice of Business Meetings.** Business Meetings held at 7 pm on the first Thursday of each month, as specified in Section 4.01, shall not require any additional notice of meeting; however, notice of such meetings will normally be provided in the CAA's monthly Prime Focus newsletter that is sent by email to all members of record.

For any other Business Meeting, written or printed notice stating the place, day and hour of any meeting shall be delivered no less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail, by email, or by publication in the Prime Focus newsletter at the direction of the President, the Secretary, or the officer or persons calling the Business Meeting, to each member entitled to vote at the meeting. In the case of a Special Business Meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise required by statute.

**Section 4.05. Informal Action by Members.** Any action required to be taken at a Business Meeting of the Members, or any action which may be taken at a Business Meeting of the Members, may be taken without a meeting and without a vote if all of the members entitled to vote with respect to the subject matter of the action sign a consent in writing, setting forth the action taken.

**Section 4.06. Quorum.** A quorum shall be considered to exist if the number of members entitled to cast a vote on any matter to be voted upon at a Business Meeting, represented in person or by electronic means, as specified in Section 4.03, meets or exceeds two-thirds (2/3) of the average attendance of eligible voting members at the six (6) most recent Business Meetings. If a quorum is not present at any Business Meeting, the Business Meeting shall be considered adjourned, and no voting may occur.

**Section 4.07. Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption of the matter, unless a greater proportion is required by law or by these Bylaws.

**Section 4.08. Membership Record Date.** In order that the Corporation may determine the members entitled to notice of or to vote at any Business Meeting of Members or any adjournment of a Business Meeting, or to express consent to corporate action in writing without a Business Meeting, or entitled to receive allotment of any rights, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date which shall not be more than sixty (60) nor less than ten (10) days before the day of such meeting, nor more than sixty (60) days prior to any other action. In the absence of any explicit record date being set by the Board of Directors, the record date shall be ten (10) days before any such meeting. A determination of members of record entitled to notice of or to vote at a Business Meeting of the Members shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

**Section 4.09. Agenda for Business Meetings.** Prior to each Business Meeting of the Members, the President or intended presiding officer / chair of the meeting may, but is not required to, solicit Consent Agenda Items and General Agenda Items for the upcoming meeting from members of the Board of Directors and any member eligible to vote at the meeting. The President or intended presiding officer / chair of the meeting will establish the proposed Consent Agenda and General Agenda for presentation at the meeting. The intent of the Consent Agenda is to group non-controversial items that can be approved in a single vote by the members eligible to vote who are present, in person or by electronic means. Nothing in this section precludes the addition, modification, or subtraction of items from the Consent Agenda and/or the General Agenda during the Business Meeting of the Members.

**Section 4.10. Business Meetings of the Members.** The standard agenda for Business Meetings of the Members shall be:

- A. Announcements
- B. Section Reports
- C. Call to Order of the Official Business Meeting
- D. Confirmation of a Quorum
- E. Presentation of the Consent Agenda and General Agenda
- F. Modifications, if required, to the Consent Agenda and/or General Agenda

- G. Discussion, if required, and vote on the Consent Agenda
- H. Approval of Minutes of the previous meeting (if not included in the Consent Agenda)
- I. Special Orders (matters that have been assigned a specific, high priority for the particular meeting)
- J. Old Business
- K. Reports of Officers and/or Board Members
- L. Reports of Committees and Others Holding Assigned Positions
- M. New Business (matters not previously addressed in the Special Orders)
- N. Adjournment of the Official Business Meeting
- O. Free time for member activities and informal discussions

A break for snacks during the meeting may occur at a suitable time and for a suitable duration as determined by the presiding officer / chair of the meeting.

The standard agenda may be modified for any given meeting by the presiding officer / chair of the meeting.

The presiding officer shall normally be the Corporation President. In the event that the President is not present or is otherwise unable to fulfill the role of presiding officer, that role is to be performed by the Vice President. In the event the Vice President is not present or is otherwise unable to fulfill the role of presiding officer, the Secretary shall call the meeting to order and conduct the election of a chair pro tem. In this event, the members present choose, by majority vote, anyone eligible (often a board member or the Secretary/Treasurer) to preside for that meeting or until the vacancy is filled.

**Section 4.11. Meeting Procedures.** All questions of order with respect to any meeting or action of the Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with the CAA Bylaws and Robert's Rules of Order Newly Revised, as modified from time to time.

**Section 4.12. Meeting Decorum.** The Corporation shall follow best and lawful practices for conducting business at Business Meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in a collaborative, orderly, and respectful manner. The Corporation reserves the right to excuse any director, officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the presiding officer has the sole responsibility to require order in a meeting. To that end, the presiding officer has the authority to call a director, officer, or member to order, and to exclude non-members. If necessary to maintain an orderly meeting, the presiding officer has the authority to remove a participant from the meeting.

**ARTICLE V**  
**BOARD OF DIRECTORS**

**Section 5.01. General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. Except as may be specified elsewhere in Article V, directors need not be residents of the state of Iowa or members of the Corporation.

**Section 5.02. Number, Tenure and Qualifications.**

- A. The number of directors with voting rights on the Board of Directors shall be five (5). The Board of Directors having voting rights shall consist of the current President, Vice President, Treasurer and Secretary of the Corporation, as specified in Article VI, plus the immediate past-President of the Corporation who does not currently hold one of the above specified offices. Each director shall hold office until the next Annual Business Meeting of members and until his or her successor is elected and has qualified.
- B. The Board of Directors having voting rights as specified in Section 5.02(A) may recommend to the general membership that one or more non-voting members of the Board of Directors be appointed to the Board of Directors. The purpose of having non-voting members of the Board of Directors would be to bring specialized expertise in managing not-for-profit corporations, fundraising, membership recruitment and retention, or other skills and experience deemed to be advantageous to the mission of the Corporation. Non-voting members of the Board of Directors need not be members of the CAA and there are no term limits for non-voting members of the Board of Directors.

**Section 5.03. Election.**

- A. The directors with voting rights on the Board of Directors are to be elected in accordance with Article VI.
- B. Non-voting members of the Board of Directors are to be approved in advance of their participation in Board meetings or activities by a majority vote of members entitled to vote and who are represented, in person or by electronic means, at any Business Meeting of the Corporation.

**Section 5.04. Removal.** A voting or non-voting director may be removed at any time for cause by a majority vote of the Board members having voting rights on the Board of Directors. Such action may be taken at any Special Meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action has been given to the entire Board of Directors then in office. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at the meeting.

**Section 5.05. Resignation.** Any director, officer, or member of a committee may resign at any time by filing a written resignation, by US Mail or by email, with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the President or Secretary. Acceptance of a resignation is not necessary to make it effective. A resignation is effective when the notice is received unless the notice specifies a later date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

**Section 5.06. Regular Meetings of the Board of Directors.** Regular Meetings of the Board of Directors shall be held without other notice than these Bylaws on the third Wednesday of each month at 7 pm. The Board of Directors, by unanimous consent of the voting members of the Board, may choose to skip one or more of these monthly meetings if they determine there is no need to meet; however, in no case shall the Board of Directors meet less frequently than once per calendar quarter. Unless otherwise agreed to by the Board, these meetings will be held electronically by Zoom or a comparable technology. The Board of Directors may provide by resolution the time and place, either within or without the state of Iowa, for the holding of additional Regular Meetings of the Board without other notice than the resolution.

**Section 5.07. Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of the President or any director having voting rights on the Board of Directors. The person or persons authorized to call Special Meetings of the Board may fix any place, either within or without the state of Iowa, as the place for holding any Special Meeting of the Board called by them. Unless otherwise agreed to by the Board, these meetings will be held electronically by Zoom or a comparable technology.

**Section 5.08. Notice.** Notice of any Special Meeting of the Board of Directors shall be given at least two (2) days previous to the meeting by written notice delivered personally or sent by mail or email to each director at his or her address as shown by the records of the Corporation unless the meeting must be held within two days. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by email, it shall be deemed to be delivered when the email is sent to the Board member. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting, unless specifically required by these Bylaws.

**Section 5.09. Quorum.** A majority of the Board of Directors having voting rights on the Board of Directors shall constitute a quorum for the transaction of business. If less than a majority of such directors are present at the meeting, a majority of such directors present may adjourn the meeting without any further notice.

**Section 5.10. Manner of Acting.** The act of the majority of directors having voting rights on the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 5.11. Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the members having voting rights who are represented, in person or by electronic means, at a Business Meeting of the Members. A director so elected shall be elected for the unexpired term of his or her predecessor in office, or for the full term of the new directorship, as the case may be, and until his or her successor is elected and has qualified.

**Section 5.12. Compensation.** Directors shall not receive any salaries or payments for their services, but the Board of Directors may be reimbursed for reasonable expenses incurred for the benefit of the Corporation.

**Section 5.13. Informal Action by Directors.** Any action required to be taken at a meeting of directors, or any action which may be taken by directors, may be taken without a meeting and without voting if all of the directors sign a consent in writing, setting forth the action taken.

**Section 5.14. Meeting by Electronic Technology.** Members of the Board of Directors may participate in a meeting of the Board by telephone conference or technologies such as Zoom. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

**Section 5.15. Presumption of Assent.** A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards a dissent by registered mail or email to the Secretary of the Corporation promptly after the adjournment of the meeting. A director who voted in favor of an action may not dissent from the action.

**Section 5.16. General Standards for Directors.** A director shall discharge his or her duties as a director (1) in good faith; and (2) in a manner the director reasonably believes to be in the best interests of the Corporation. The members of the Board of Directors, when becoming informed in connection with their decision-making functions, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances. In discharging such duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons, provided that the director reasonably believes such information is within the person's professional or expert competence: (1) one or more officers of the

corporation; (2) legal counsel, public accountants, or other persons as to matters involving skills or expertise the director reasonably believes are either of the following: (a) matters within the particular person's professional or expert competence; or (b) matters as to which the particular person merits confidence; (3) a committee of the Board or (4) a committee of the CAA. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. A director is not deemed a trustee with respect to the Corporation or any property held or administered by the Corporation, including without limitation, property that may be subject to restrictions imposed by any donor or transferor of such property.

**Section 5.17. Governing Powers and Responsibilities.** The voting members of the Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

- A. Utilizing all funds raised by or in the name of the Corporation for the organization's legal and business benefit, subject to any constraints imposed by the Corporation's budget or specific provisions elsewhere in these Bylaws;
- B. Performing any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, or any existing Policies and Procedures;
- C. Prescribing the duties of all officers, agents, independent contractors, and/or committees of the Corporation;
- D. Managing and overseeing the affairs and activities of the Corporation and establishing Policies and Procedures;
- E. Entering into contracts, leases, and other agreements which are, in the judgment of a majority of the voting members of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of the Corporation;
- F. Acquiring personal property (as opposed to real property), by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, transfer in trust, encumber, convey, or otherwise dispose of such property;
- G. Indemnifying and maintaining insurance on behalf of any of its directors, officers, members, agents, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Iowa law;
- H. Following these Bylaws, including meeting regularly; and
- I. Registering their addresses with the Corporation and having Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

The voting members of the Board of Directors may engage in such acts that are in the best interests of Corporation and that are not in violation of Iowa Statutes, federal law, or other provisions of these Bylaws.

Unless time is of the essence or other exigent circumstances exist, the Board of Directors shall obtain the prior consent of the voting membership at a Business Meeting of the Members for any decisions and actions having financial impact or potential financial impact on the Corporation in excess of five hundred dollars (\$500). This requirement does not apply to expenditures authorized under Section 8.03 of these Bylaws.

**Section 5.18. Rights, Title, or Interests in Property.** No director shall have any right, title, or interest in or to any property of the Corporation.

## **ARTICLE VI OFFICERS, EMPLOYEES, AND AGENTS**

### **Section 6.01. Officers.**

- A. The required officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. As specified in Article V, these officers shall also serve as voting members of the Board of Directors. No person shall serve in more than one of these offices at any given time, except in the case of a temporary vacancy when the voting members of the Board of Directors has determined that there is an urgent need to fill the vacancy. The required officers identified in this Section 6.01(A) shall be considered ex-officio members of all committees authorized by these Bylaws or by the President or the voting members of the Board of Directors.
- B. The voting members of the Board of Directors may, by majority vote, appoint the other officers, including but not limited to, one or more Assistant Secretaries, one or more Assistant Treasurers, a CAA Facilities Director, an Observatory Director, and an Information Technology Director. These appointed officers shall have the authority and perform the duties prescribed by other sections of this Article VI and/or Article VII by the voting members of the Board of Directors. Appointed officers are not members of the Board of Directors but may, at the discretion of the voting members of the Board of Directors, be invited to attend meetings or portions of meetings of the Board.

### **Section 6.02. Election and Term of Office.**

- A. The officers of the Corporation identified in Section 6.01(A) shall be elected annually by the members of the CAA at the regular Annual Business Meeting of the Members as specified in Section 4.01. Nominations, followed by voting, shall be performed for one office at a time during the election beginning with the office of the President followed in order by the Vice President, the Secretary, and the Treasurer. If the election of one or more of these officers is not held at such

meeting, it shall be held as soon thereafter as is convenient. There are no term limits for officers elected in accordance with Section 6.01(A).

- B. New offices may be created and filled at any meeting of the Board of Directors. There are no term limits for officers appointed in accordance with Section 6.01(B), but such appointed officers may be removed and/or replaced by the Board at any time.
- C. Each officer shall hold office until his or her successor is elected or appointed or until his or her death, resignation, or removal.

**Section 6.03. Resignation and Removal.** Any officer, committee chair, or other agent elected by the membership or appointed by the President or Board of Directors may be removed by the President or Board of Directors whenever the best interests of the Corporation would be served by his or her removal. Removal does not prejudice the contract rights, if any, of the person removed. Election or appointment of an officer or agent does not of itself create contract rights. Further, an officer may resign at any time by delivering written notice, by US Mail or by email, to the President, the Secretary, or another voting member of the Board of Directors.

**Section 6.04. Other Agents and Employees.** The President, after consultation with the Board of Directors may appoint such officers, agents and committee chairs as he or she may deem necessary, each of whom shall hold office at the pleasure of the President and shall have such authority and perform such duties as the President may determine. This may include but is not limited to selecting one or more members of the Corporation to represent the CAA at various regional, state, and national conferences and other functions or events. No appointed officer, agent or committee chair need be a director of the Corporation. The President, after consultation with the Board of Directors, may prescribe the respective title, terms of office, authorities and duties of such appointed officers, committee chairs, or agents.

**Section 6.05. Delegation of Authority.** To the full extent allowed by law, the Board of Directors may delegate to any officer, agent, or member any powers possessed by the Board of Directors.

**Section 6.06. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the non-expired portion of the term by a majority vote of the voting members represented, in person or by electronic means, at any Business Meeting of the Members.

**Section 6.07. President.** The President is an elected officer as defined in Section 6.01(A). The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and of the Board of Directors if present at the meeting. He or she may sign and execute alone in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution

has been expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and any other duties that the Board of Directors prescribes.

**Section 6.08. Vice-President.** The Vice-President is an elected officer as defined in Section 6.01(A). In the absence of the President or in event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to any restrictions upon the President. The Vice-President shall perform any other duties that the President or the Board of Directors assign to him or her.

**Section 6.09. Treasurer.** The Treasurer is an elected officer as defined in Section 6.01(A). If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety that the Board of Directors determines. He or she shall render to the President and the Board of Directors at the Regular Meetings of the Board of Directors, or whenever they request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; prepare, with input from the Board, non-elected officers, and other members as deemed appropriate, a proposed annual budget and any changes thereto; keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for the disbursements; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such monies in the name of the Corporation in the banks, trust companies or other depositories as are selected in accordance with the provisions of Article VIII of these Bylaws; prepare and file with the appropriate federal, state, and local governmental agencies all applications for permits, tax returns, reports and other documents required by law, including payment of any associated taxes or fees; maintain records of all communications and documents sent to or received from federal, state, and local governmental authorities; serve as the Finance Committee chair should such committee exist; and, in general, perform all the duties incident to the office of Treasurer and any other duties that the President or the Board of Directors may assign to him or her.

The budget prepared by the Treasurer for approval by the Board shall include estimates for both annual income and annual expenses and shall also identify the funds available in both restricted and unrestricted categories. The budget shall be in sufficient detail to track the actual vs. expected financial situation of the Corporation over the course of the year and to support decision making concerning the appropriateness of expenditures made throughout the year. The budget shall take into account and reflect recurring expenses such as those associated with contracts for security system monitoring, and website and email hosting as well as for minor normal expenses for printing, postage, supplies, and other de minimis items at the discretion of the Treasurer and/or Finance Committee.

Annual budgets for the Corporation shall cover the period of March 1<sup>st</sup> to February 28<sup>th</sup> (or in the event of a leap year, February 29<sup>th</sup>) of the following year. This is to permit the incoming Treasurer elected at the prior December Business Meeting sufficient time to gather input from all appropriate sources.

**Section 6.10. Secretary.** The Secretary is an elected officer as defined in Section 6.01(A). The Secretary shall keep the minutes of the Meetings of the Members and of the Board of Directors in one or more books provided for that purpose and shall also act as the custodian of all club records and documents. The Secretary shall see that all notices are given in accordance with the provisions of these Bylaws or as required by law. If the Secretary is absent, or refuses or neglects to give such notice, any notice may be given by any person who is directed to give notice by the President, or by the directors upon whose request the meeting is called as provided in these Bylaws; be custodian of the corporate records and documents, the execution of which on behalf of the Corporation is authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and any other duties that the President or the Board of Directors assign to him or her.

**Section 6.11. Assistant Treasurers.** Any Assistant Treasurer is an appointed officer as defined in Section 6.01(B). If required by the Board of Directors, Assistant Treasurers shall give bonds for the faithful discharge of their duties in the sums and with the sureties that the Board of Directors determines. In the absence of the Treasurer or in event of the inability or refusal to act of the Treasurer, Assistant Treasurers may perform the duties of the Treasurer. When so acting, Assistant Treasurers shall have all the powers of and be subject to any restrictions upon the Treasurer. Assistant Treasurers shall perform such other duties as the Treasurer, the President, or the Board of Directors assign to them.

**Section 6.12. Assistant Secretaries.** Any Assistant Secretary is an appointed officer as defined in Section 6.01(B). In the absence of the Secretary or in event of the inability or refusal to act of the Secretary, Assistant Secretaries may perform the duties of the Secretary. When so acting, Assistant Secretaries shall have all the powers of and be subject to any restrictions upon the Secretary. Assistant Secretaries shall perform such other duties as the Secretary, the President, or the Board of Directors assign to them.

**Section 6.13. CAA Planning and Coordination Director.** The CAA Planning and Coordination Director is an appointed officer as defined in Section 6.01(B). The CAA Planning and Coordination Director shall chair the CAA Planning and Coordination Committee (reference Section 7.09.3).

The Pal-Dows Preserve is the home to the buildings and facilities utilized by the CAA. The buildings and structures located within the confines of the Pal-Dows Preserve are owned and maintained by Linn County Conservation and made available for use by the CAA through an agreement between Linn County Conservation and the CAA. The CAA owns and/or has custody of and operates much of the equipment and technical exhibits housed in the buildings and structures located at the Pal-Dows Preserve.

The CAA Planning and Coordination Director, with the support of the CAA Planning and Coordination Committee, is responsible for planning, coordinating, and maintaining awareness of all CAA activities conducted at the Pal-Dows Preserve or elsewhere to help ensure the success and effectiveness of all CAA activities and initiatives. Specific functions include:

- coordinating with, communicating with, and maintaining awareness of the plans and activities under the jurisdiction of the Observatory Director (Section 6.14),
- coordinating with, communicating with, and maintaining awareness of the plans and activities under the jurisdiction of the Information Technology Director (Section 6.15),
- working in conjunction with the Linn County Liaison (Section 7.11.1) to coordinate with and/or request services from Linn County Conservation to the extent necessary to support the needs of the CAA,
- coordinating with, communicating with, and maintaining awareness of the plans and activities of the CAA Board of Directors, other elected and appointed CAA officers, other CAA committees, and other individuals serving in appointed positions (Sections 7.10 and 7.11).

In addition to the general responsibilities identified in the previous paragraph, the CAA Planning and Coordination Director also has the following duties and responsibilities:

- To schedule and preside over weekly CAA Planning and Coordination Committee meetings,
- To provide oral reports on items and issues under his or her purview at the Business Meetings of the Members.
- To promptly notify the President or another elected officer of any urgent issues that may arise.
- To perform other duties as may be directed by the President or Board of Directors.

**Section 6.14. Observatory Director.** The Observatory Director is an appointed officer as defined in Section 6.01(B).

The Observatory Director shall ultimately be responsible for the supervision of the telescopes and related equipment, learning center exhibits, and other equipment owned, used, maintained, or stored by the CAA in the buildings or grounds of the Pal-Dows Preserve, with the exception of responsibilities specifically assigned to the Information Technology Director (Section 6.15). All activities, activity requests, equipment maintenance, and other day-to-day activities that fall under the jurisdiction of the Observatory Director shall be scheduled, performed, tracked, reported on, and financially accounted for under the supervision of the Observatory Director.

In addition to the general responsibilities identified in the previous paragraph, the Observatory Director also has the following duties and responsibilities:

- A. To provide oral reports on items and issues under his or her purview at the Business Meetings of the Members.
- B. To issue keys to the buildings, structures, and front gate at the Pal-Dows Preserve in accordance with policies set forth by the Board of Directors, to maintain accurate records of individuals to whom such keys have been issued, and to reclaim keys from individuals no longer authorized to have them.
- C. To maintain accurate records and to collect and refund deposits for keys issued to individuals in accordance with policies set forth by the Board of Directors,
- D. To issue codes for arming and disarming the security/alarm system in accordance with policies set forth by the Board of Directors, to maintain accurate records of individuals to whom such codes have been issued, and to ensure that such codes are de-activated for individuals no longer authorized to have them.
- E. To manage monies associated with assigned duties and responsibilities as directed by the Treasurer.
- F. To procure materials and supplies required to support the operation of the CAA, including management of the “pop fund” and ensuring adequate supplies of food and drinks to support public and member events. For any materials, maintenance or other services that are the responsibility of Linn County, the Observatory Director shall coordinate with the Linn County Liaison (reference Section 7.11.1) to ensure timely completion of such items. In urgent or emergency situations or if the Linn County Liaison is not available, the Observatory Director shall contact the Linn County Conservation Board or other Linn County officials directly.
- G. To promptly notify the President or another elected officer of any urgent issues that may arise.
- H. To perform other duties as may be directed by the President or Board of Directors.

**Section 6.15. Information Technology Director.** The Information Technology Director is an appointed officer as defined in Section 6.01(B).

The Information Technology Director shall be responsible for the supervision of the IT infrastructure used to support the various operations and functions of the Corporation. This shall include the procurement, installation, removal, configuration of, and ongoing management of computers, network equipment, software, audio/visual equipment, security cameras, other security apparatus, and the like. It shall also include the management and coordination of external suppliers of IT-related services such as domain name provider(s), web hosting and email providers, and the like. All activities, activity requests, equipment

maintenance, and other day-to-day activities that fall under the jurisdiction of the Information Technology Director shall be scheduled, performed, tracked, reported on, and financially accounted for under the supervision of the Information Technology Director.

In addition to the general responsibilities identified in the previous paragraph, the Information Technology Director also has the following duties and responsibilities:

- A. To provide oral reports on items and issues under his or her purview at the Business Meetings of the Members.
- B. To develop documentation necessary to support configuration, operation, maintenance, and change management for all hardware, software, and services under his/her purview. This shall include provisions that any sensitive materials (for example, passwords) be protected from unauthorized access.
- C. To train other CAA members and/or other external providers as may be authorized by the President or the Board of Directors to access and utilize the documentation and to perform all IT-related activities in support of or in place of the Information Technology Director. It is recognized that identification and training of personnel will necessarily take a significant period of time; however, it is imperative that such actions be taken on an expedited basis to ensure the ability of the information technology to support the needs of the Corporation in the event that the Information Technology Director is unavailable to perform required functions in the timeframe necessary to support Corporation functions and activities.
- D. To respond or ensure that another trained individual responds in a timely manner to any IT-related equipment failure or service outage.
- E. To manage monies associated with assigned duties and responsibilities as directed by the Treasurer.
- F. To promptly notify the President or another elected officer of any urgent issues that may arise.
- G. To perform other duties as may be directed by the President or Board of Directors.

**Section 6.16. Compensation.** No Board member, officer, committee chair, or member of the Corporation is to receive a salary or other compensation for services rendered to the Corporation. However, all such persons shall be eligible to be reimbursed for expenditures that are incurred for the benefit of the Corporation and that are in the approved Corporation budget or are pre-approved by a majority of the voting members of the Board of Directors or a majority of the voting members at a Corporation Business Meeting.

**Section 6.17. Duties and Authority of Officers.** Each officer has the authority to and shall perform the duties set forth in the Bylaws or, to the extent consistent with the Bylaws, assigned to them by the voting members of the Board of Directors or the President.

**Section 6.18. Standards of Conduct for Officers.** An officer, whether or not a member of the Board of Directors, shall discharge his or her duties (1) in good faith; and (2) in a manner he or she reasonably believes to be in the best interests of the Corporation. In discharging such duties, an officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons if the officer reasonably believes are within the person's professional or expert competence: (1) one or more officers of the corporation; (2) legal counsel, public accountants, or other persons retained by the corporation as to matters involving the skills or expertise the officer reasonably believes are within the person's professional or expert competence, or as to which the particular person merits confidence; (3) a committee of the Board; or (4) a committee of the CAA. An officer is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. An officer is not liable to the Corporation, any member, or any other person for any action taken or not taken as an Officer if the officer acted in compliance with the Section.

**Section 6.19. Officers' Authority to Execute Documents.** Officers of the Corporation, whether elected in accordance with Section 6.01(A) or appointed in accordance with Section 6.01(B) shall only sign contracts and/or enter into oral or written agreements with any other person, corporation or business entity with the prior approval of a majority of the voting members of the Board of Directors. An exception to the required prior approval by the voting members of the Board of Directors is permitted under emergency circumstances where the officer believes that failure to immediately enter into a contract or other oral or written agreement with a third party will result in substantial harm to the Corporation, provided that the maximum amount of financial liability associated with the execution of the contract or other agreement does not exceed \$500. Any contract or other instrument, whether oral or in writing, executed or entered into between the Corporation and any other person, corporation or business entity is not invalidated as to the Corporation by any lack of authority of the signing officer(s) in the absence of actual knowledge on the part of the other party that the signing officer(s) had no authority if it is signed by the types of officers identified in Iowa statute(s).

**Section 6.20. Personal Liability.** A director, officer, member, or other volunteer is not personally liable in that capacity for any action taken or failure to take any action except liability for any of the following: (1) the amount of any financial benefit to which the person is not entitled; (2) an intentional infliction of harm on the Corporation or any individual; (3) a violation of the unlawful distribution provision; and (4) an intentional violation of criminal law.

## ARTICLE VII

### COMMITTEES AND POSITIONS

**Section 7.01. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the voting members of the Board of Directors, may designate from among its members one or more committees, each of which, to the extent provided in such resolution, shall have and may exercise all authority granted to it by the Board of Directors; provided, however, that no such committee shall have the authority of the voting members of the Board of Directors in reference to:

- (a) amending the Articles of Incorporation;
- (b) adopting a plan of merger or consolidation;
- (c) recommending to the members the sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Corporation;
- (d) recommending to the members a voluntary dissolution of the Corporation or a revocation thereof;
- (e) amending, altering, or repealing the Bylaws of the Corporation;
- (f) electing, appointing, or removing any director or officer of the Corporation; or
- (g) amending, altering, or repealing any resolution of the directors, unless by its terms the resolution may be amended, altered, or repealed by the committee.

The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any director, of any responsibility imposed by law.

**Section 7.02. Other Committees.** Other committees not having and exercising the authority of the Board of Directors may be designated by the President or by a resolution adopted by a majority of the voting members of the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation or the chair of each committee shall appoint the members of the committee. Any member may be removed by any of the persons authorized to appoint the member whenever in their judgment the best interests of the Corporation would be served by removing the member. The President or the voting members of the Board of Directors by majority vote may terminate any committee or committee member as they deem appropriate.

**Section 7.03. Term of Office.** Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President or chair of a committee in appointing a committee member, each member of a committee shall continue as a member until his or her successor is appointed, unless the committee is terminated sooner, unless the member is removed from or resigns from the committee, or unless the member ceases to be a member of the Corporation.

**Section 7.04. Chair.** One member of each committee may be appointed chair by the person or persons authorized to appoint the members of the committee. In the absence of such an appointment, the committee may appoint its own chair.

**Section 7.05. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.

**Section 7.06. Quorum.** Unless otherwise specified by the President or in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting. The committee, by majority vote of its members, may determine the time and place of meetings and the notice for each meeting.

**Section 7.07. Rules.** Each committee may adopt rules for its own government, provided such rules are not inconsistent with these Bylaws or with rules specified by the President or by the voting members of the Board of Directors.

**Section 7.08. Meeting by Electronic Technology.** Members of a committee may participate in a meeting of the committee in person, by telephone conference or by technologies such as Zoom. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

**Section 7.09. Standing Committees.** This section identifies the initial list of Standing Committees and defines the roles, responsibilities, and authorities of each such committee and its chair. The committees and assignments identified in this section shall be subject to change by the President or by a majority vote of the voting members of the Board of Directors at any time and such action(s) shall not require a modification of the Bylaws to become effective. All standing committees shall provide an oral report on the committee's plans and activities at each Business Meeting of the Members.

**Section 7.09.1. Executive Committee.** The Board of Directors, by resolution adopted by a majority of the voting members of the Board, may establish an Executive Committee to consist of the President, Vice President, Treasurer, and Secretary. The President will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation. No individual shall continue to be a member of the Executive Committee after he or she ceases to be an officer of the corporation in accordance with Section 6.01(A).

**Section 7.09.2. Finance Committee.** The Board of Directors, by resolution adopted by a majority of the voting members of the Board, may establish a Finance Committee. The Finance Committee shall be chaired by the Treasurer and may include any officers of the Corporation appointed as specified in Section 6.01(B).

Additional members of the Finance committee may be appointed by the President or the Treasurer. The Finance Committee is responsible for developing and reviewing with the Board of Directors the fiscal procedures, fundraising plans, and the CAA annual budget and any recommended changes thereto made throughout the year. The voting members of the Board of Directors and a majority of the voting members, represented in person or by electronic means, at a Business Meeting of the Members must approve the CAA annual budget and any changes thereto made throughout the year.

**Section 7.09.3. CAA Planning and Coordination Committee.** A permanent CAA Planning and Coordination Committee shall be established to provide ongoing planning and coordination of all CAA activities and events at the Pal-Dows Preserve or elsewhere.

The CAA Planning and Coordination Committee shall be chaired by the CAA Planning and Coordination Director, who is an appointed officer of the Corporation in accordance with Section 6.01(B).

The CAA Planning and Coordination Committee shall normally meet via Zoom every Tuesday evening of the year at 8 pm, unless a given Tuesday is a national Holiday or other special circumstances exist that make it impractical to hold the meeting. Any permanent change to the regular schedule of these meetings requires approval by a majority vote of the voting members of the Board of Directors. One-off changes due to holidays or other special circumstances are at the discretion of the committee chair. In addition, if the CAA Planning and Coordination Committee chair is unable to attend a scheduled meeting of the committee, he or she may designate any other officer of the Corporation or member of the committee to act as chair for a given meeting.

CAA Planning and Coordination Committee meetings may be attended by any member of the Corporation. Members wishing to participate in these meetings should request the committee chair to include them in the weekly invitations that provide the specific Zoom link for each meeting. The chair of the CAA Planning and Coordination Committee may exclude a member, on a temporary or permanent basis, from participating in CAA Planning and Coordination Committee meetings if such member demonstrates Unacceptable Behavior as defined in Article XIII. For any instance in which a member is excluded on a permanent basis, the member may appeal that decision in writing to the Board of Directors and the exclusion may be withheld or rescinded by a majority vote of the voting members of the Board of Directors.

Because of the nature of the CAA Planning and Coordination Committee meetings, the following are strongly encouraged to attend the weekly committee meetings whenever possible and shall be included in the weekly invitations:

- Members of the Board of Directors
- Appointed Officers of the Corporation
- Chairs of all Corporation committees

- The Linn County Liaison
- The Public Program Coordinator

The CAA Planning and Coordination Committee Chair or his/her designee shall maintain an ongoing list of old and new business of the committee and of action items assigned to committee members to facilitate the effectiveness of meetings.

The Observatory Director and the Information Technology Director, who are also appointed officers of the Corporation in accordance with Section 6.01(B), are key members of the CAA Planning and Coordination Committee. Duties, responsibilities and authorities of these officers are enumerated elsewhere in these Bylaws; nevertheless, the CAA Planning and Coordination Committee Chair shall act to ensure that the plans and activities of these officers are well-coordinated, timed, and executed in conjunction with other CAA Planning and Coordination Committee initiatives and activities to meet overall Corporation objectives.

**Section 7.09.4. Publicity and Outreach Committee.** A permanent Publicity and Outreach Committee shall be established with the chair serving as the Publicity Coordinator. The Publicity and Outreach Committee is responsible for conducting and/or coordinating all publicity and outreach-related communications to CAA members as well as to the media and other members of the public whether through direct communications, radio or television, print media, social media, or other means. Public announcements are subject to prior approval by the President or the Board of Directors. The Publicity and Outreach Committee is also responsible for the coordination of all CAA-sponsored site visits/tours and CAA public events, whether hosted on-site at the Pal-Dows Preserve or off-site.

The Publicity and Outreach Committee may appoint from among the membership of the committee individuals to serve in the following roles (if necessary, any single individual can serve simultaneously in multiple roles):

- A. A school group visit coordinator
- B. A boy scout visit coordinator
- C. A girl scout visit coordinator
- D. An adult group visit coordinator
- E. One or more public event / special event coordinators

The various coordinators are responsible for the scheduling of visits/tours or other activities by their respective groups, obtaining the proper forms and collecting the required fees (as established by the Board of Directors) for the visits or other activities, recruiting and scheduling CAA volunteers (with the support of the Volunteer Coordinator referenced in Section 7.11.6, if one exists), working with the chair of the Publicity and Outreach Committee and the chair of the CAA Planning and Coordination Committee to ensure there are no scheduling conflicts, and for all communications with the leader of the group desiring a visit/tour or event.

Once a visit/tour/event coordinator has confirmed the details of a proposed visit/tour/event and ensured that the required fees have been or will be paid, he/she shall then notify the chair of the Publicity and Outreach Committee of the date, time, and number of participants, the names of the committed volunteers, and any special requests. The chair of the committee or his or her designated representative shall then send a written communication (which may be via email) to the chair of the CAA Planning and Coordination Committee who will in turn ensure that the visit/tour/event is placed on the official CAA calendar.

**IMPORTANT:** No visit/tour/event should be confirmed with the requesting party until the aforementioned steps are complete, and the event has been placed on the official CAA calendar.

In addition to the aforementioned duties and responsibilities, the Publicity and Outreach Committee under the leadership of the chair shall have the following duties and responsibilities:

- A. To always portray the Corporation and its Directors, Officers, members, independent contractors, and other agents in a favorable, straightforward, and credible manner.
- B. To work with the Board of Directors if and when an internal and/or external crisis arises that may require a mediator and/or advice from an attorney or PR professional.
- C. To establish, recommend and/or foster affiliations with external individuals or organizations to benefit and strengthen the Corporation in its capacity to fulfill its mission.
- D. To perform other duties as assigned by the President or Board of Directors.

**Section 7.10. Appointments to Individual Positions.** If it is deemed appropriate by the President or if no other CAA members volunteer to participate in a committee, the President may appoint an individual CAA member to a permanent or temporary position. Such appointment is subject to termination by the President or by a majority vote of the voting members of the Board of Directors at any time.

**Section 7.11. Standing Positions.** This section identifies the initial list of Standing Positions to which appointments may be made and defines the roles, responsibilities, and authorities of each such position. The standing positions and assignments identified in this section shall be subject to change by the President or by a majority vote of the voting members of the Board of Directors at any time and such action(s) shall not require a modification of the Bylaws to become effective. Members appointed to a standing position shall provide an oral report on the plans and activities within his or her scope at each Business Meeting of the Members.

**Section 7.11.1. Linn County Liaison.** A permanent Linn County Liaison position shall be established to serve as the primary point of contact with the Linn County Conservation Board and Linn County. The Linn

County Liaison is authorized to communicate directly with Linn County officials for all routine matters concerning the Corporation and Linn County. For any issues falling outside the bounds of routine matters, the Linn County Liaison shall make reasonable efforts, circumstances permitting, to coordinate with the President and the chair of the CAA Planning and Coordination Committee in advance of communicating with Linn County officials. Notwithstanding the foregoing, the Linn County Liaison shall report all communications with Linn County to the President and the chair of the CAA Planning and Coordination Committee in as timely a manner as practicable.

**Section 7.11.2. University of Iowa Liaison.** A permanent University of Iowa Liaison position shall be established to serve as the primary point of contact for all matters involving the relationship of the Corporation to the University of Iowa. This may include, but is not limited to, arranging University of Iowa speakers for CAA meetings or events, the processing of donations or the loan of property to the Corporation, the arranging of tours for the CAA to University of Iowa facilities, and the like. The University of Iowa Liaison will report to the President and shall keep the President, the chair of the CAA Planning and Coordination Committee, and the Public Program Coordinator apprised of all Corporation matters involving the University of Iowa.

**Section 7.11.3. Membership Coordinator.** A permanent Membership Coordinator position shall be established to maintain a roster of present and past CAA members, their membership level, their postal and email addresses, the date or month and year of joining, their membership renewal date, and any other information required to administer their membership and to support reporting requirements to the Board of Directors and to the Astronomical League. For those members exercising their right to have family members participate in CAA Activities (Section 3.01), the roster shall also contain the names and, if applicable, the contact information for the additional family members as well as the name of the additional family member over the eighteen (18) years of age who is entitled to cast the second vote.

The specific format and tool(s) used to maintain the membership roster is at the discretion of the Membership Coordinator and may change from time to time; however, the form and content of the Membership Roster should be coordinated with the CAA Secretary to ensure that all required information is being tracked and maintained. The membership Coordinator shall report the current member counts at the Business Meetings of the Members and also provide membership-related information to officers and others requiring such information for publication in the Prime Focus or for other valid reasons, including but not necessarily related to volunteer coordination. Notwithstanding these requirements, the Membership Coordinator shall respect the privacy of members and share detailed contact and other information concerning members only with those who have a valid CAA purpose for the information.

**Section 7.11.4. Public Program Coordinator.** A permanent Public Program Coordinator position shall be established to arrange for and direct the programming of Corporation activities that are open to the public. This includes but is not limited to our traditional Public Nights and Solar Saturday, other informal presentations, films, workshops, discussions, and observing events, etc. The Public Program Coordinator shall ensure that appropriate notices are posted for Public Nights and other meetings or activities open to the public. Such notices can be posted in any appropriate combination of the Prime Focus, the CAA Website, the CAA Facebook page, printed brochures or cards, TV or radio spots, newspapers, or other print media, etc. The Public Program Coordinator is not personally responsible for making these postings but is responsible for coordinating with other CAA officers or members to ensure the postings are made in a timely fashion and have the correct information.

The Public Program Coordinator will report to the President, attend the CAA Planning and Coordination Committee meetings as often as possible, and provide updates at the CAA Business Meetings and to the President and the CAA Planning and Coordination Committee in a timely manner.

**Section 7.11.5. Fundraising Coordinator.** A Fundraising Coordinator position may be established to manage and oversee the fundraising activities of the Corporation. This includes preparing or assisting in preparing grant applications as directed by the President or the Board of Directors, managing and or overseeing grants and other fundraising initiatives through their entire lifecycle, investigating and pursuing new sources of revenue for the Corporation, and working with the President, the Board of Directors, various committees and individuals appointed to positions within the Corporation as necessary to maximize the effectiveness of fundraising activities. In performing his or her duties, the Fundraising Coordinator shall leverage, to the maximum extent practical, the past or present relationships that other Corporation members may have with organizations providing grants and other sources of funding or publicity to the Corporation. The Fundraising Coordinator will report to the President, provide updates at the CAA Business Meetings, and provide timely updates to the President, the Board of Directors, and other committees and individuals having roles in the Corporation's fundraising efforts.

**Section 7.11.6. Volunteer Coordinator.** A position of Volunteer Coordinator may be established to recruit and retain volunteers to support Corporation programs, projects, and other initiatives. The Volunteer Coordinator shall have access to the Corporation member list maintained by the Secretary and utilize this list to identify potential volunteers within the Corporation. The Volunteer Coordinator shall foster an environment conducive to having members volunteer and shall over time build and maintain a list of individuals willing to serve in various capacities and an inventory of the skills, experience, and interests possessed by volunteers and potential volunteers. The Volunteer Coordinator shall assist the President, the Board of Directors, and the various committees and members of the Corporation in securing volunteers for ongoing and future activities, projects, and initiatives. The Volunteer Coordinator is also responsible for

thanking volunteers and having their contributions recognized by the members of the Corporation. The Volunteer Coordinator will report to the President, provide timely updates to the President, the Board of Directors, and other committees and individuals utilizing or having the need to utilize volunteers.

**Section 7.11.7. Member Training Coordinator.** A position of Member Training Coordinator may be established to coordinate and/or provide training to members on the CAA's facilities, equipment, and exhibits and on various astronomy, astrophotography, and scientific topics of relevance to the Corporation and its members. The Member Training Coordinator shall foster an environment conducive to learning while having fun. Training opportunities should be scheduled at least monthly if possible. The primary purpose of the training is to increase members' skills and knowledge, making them better able to enjoy their participation in CAA activities. A secondary purpose is to better prepare the members to provide tours of Pal-Dows facilities and to volunteer for other Corporation projects and initiatives to the extent they may be willing to do so. In this regard, the Member Training Coordinator shall keep the Volunteer Coordinator informed of the skills and expertise of the members participating in the training in order to assist the Volunteer Coordinator in recruiting new volunteers. The Member Training Coordinator will report to the President and provide timely updates to the President, the Board of Directors, and other committees.

**Section 7.11.8. Librarian.** A permanent position for a Librarian shall be established to administer the Corporation's collection of books, magazines, slides, digital media, newsletters, photo albums, historical documents, and similar items. The Librarian shall maintain a record of all materials in the library and shall act as custodian of the library materials. The Librarian shall make the library's materials available to CAA members.

## **ARTICLE VIII**

### **MANAGEMENT OF FINANCIAL TRANSACTIONS**

**Section 8.01. Financial Accounts.** The Corporation shall maintain appropriate checking, savings, and other accounts at reputable banks or financial institutions under the name "Cedar Amateur Astronomers."

**Section 8.02. Signatory Authority for Financial Accounts.** The President and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the Presidency or Treasury positions are temporarily vacant, another elected officer, as defined in Section 6.01(A), is authorized to temporarily act as a signatory.

**Section 8.03. Ex-Budget Spending Authority.** Except as may be otherwise explicitly authorized by a majority vote of the voting members of the Board of Directors and ratified by a majority vote of voting members, represented in person or by electronic means at a Business Meeting of the Members, the following

limitations on spending authority for items not authorized in the current approved CAA annual budget shall apply:

- A. The President and Treasurer may each authorize expenditures of no more than \$2,000 in a calendar year for items and/or services reasonably necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures.
- B. The Vice-President and Secretary may each authorize expenditures of no more than \$1,000 in a calendar year for items and/or services reasonably necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures.
- C. Officers of the Corporation appointed in accordance with Section 6.01(B) may each authorize expenditures of no more than \$500 in a calendar year for items and/or services reasonably necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures.

**Section 8.04. Disbursement of Funds.** Disbursement of Corporation funds shall only be made by the signatories identified in Section 8.02. Furthermore, disbursement of Corporation funds shall only be made under one or more of the following circumstances:

- A. The disbursement is for an expense authorized by the current, approved Corporation annual budget. Proper invoices and receipts must be submitted.
- B. The disbursement is for an expense not in the current, approved Corporation annual budget but that is authorized under the provisions of Section 8.03. Proper invoices and receipts must be submitted.

The preferred method for payment of all Corporation expenses is for an invoice to be submitted to the Treasurer for direct payment to the third party to which the payment is due. However, expenses paid personally by any CAA director, officer or member that satisfy the conditions of either Section 8.04(A) or Section 8.04(B) shall be reimbursed to the director, officer, or member within 30 days following submission to the Treasurer of the required invoices and receipts.

**Section 8.05. Contracts.** The Board of Directors, by majority vote of the voting members of the Board of Directors present at a Regular or Special Meeting of the Board, may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Such authorizations by the Board of Directors shall be in writing and shall be recorded in the minutes of the Board meeting at which the authorization was made.

Certain contracts and agreements have in the past been made between individual directors, officers, or members of the CAA on behalf of the Corporation. Whenever practical, this practice should be avoided in the future. However, existing contracts and agreements may remain in force and unchanged until such time as it is necessary to renew or renegotiate them, and new contracts and agreements may be handled in a similar fashion, provided they are in the best financial interests of the Corporation. The Treasurer shall maintain an inventory of all such contracts and agreements and decide, in consultation with the Board of Directors, if and when such existing contracts and agreements should be terminated and/or replaced and whether new contracts and agreements of this nature may be established.

**Section 8.06. Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the voting members of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 8.07. Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as may be determined by resolution of the Board of Directors or as otherwise provided for in these Bylaws. In the absence of a determination by the Board of Directors to the contrary, the instruments shall be signed by either the President, the Treasurer or an Assistant Treasurer of the Corporation acting at the direction of the President or Treasurer.

**Section 8.08. Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies, or other depositories as the voting members of the Board of Directors may select.

**Section 8.09. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such personal (as opposed to real) property, or otherwise, including stocks, bonds, or other securities, as a majority of the voting members of the Board of Directors may deem desirable.

**Section 8.10. Gifts.** The voting members of the Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

**Section 8.11. Loans to Directors and Officers Prohibited.** No loans shall be made by the Corporation to the directors, officers, or any member. Any director, officer, or member who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of the loan until it is repaid.

## **ARTICLE IX**

### **BOOKS AND RECORDS**

**Section 9.01. Books and Records Maintained.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at its principal office a record of the names and addresses of its members entitled to vote. The following records are to be kept at the principal office: Articles of Incorporation, Bylaws, resolutions, minutes, list of names and addresses of current directors and officers, the most recent biennial report delivered to Iowa Secretary of State, appropriate accounting and tax records, and any other items required by the Revised Iowa Nonprofit Corporation Act, specifically Section 504.1601 as may be amended from time to time by the state of Iowa.

**Section 9.02. Inspection of Records by Members.** All books and records of the Corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time conditioned upon the member giving written demand at least ten (10) business days before the date of inspection. The Corporation may, within ten (10) days after receiving a demand for inspection of records, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the record.

**Section 9.03. Scope of Inspection Rights.** A member's agent and/or attorney shall have the same inspection rights as the member.

**Section 9.04. Court-Ordered Inspection.** If the Corporation refuses to allow inspection of the records, the member or members may seek a summary order directing the Corporation to allow inspection and copying at the Corporation's expense.

**Section 9.05. Limitation on the Use of Membership List.** The Corporation's membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to the Corporation's business and activities.

**Section 9.06. Inspection of Records by Directors.** A Director of the Corporation is entitled to inspect and copy the books, records, and documents of the Corporation to the extent reasonably related to the performance of the duties of a director as a director.

**ARTICLE X**  
**FISCAL YEAR**

**Section 10.1. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

**ARTICLE XI**  
**CONFLICT OF INTEREST**

**Section 11.01. Disclosure of Conflict of Interest.** Any Director, Officer or committee member having a possible conflict of interest shall disclose that conflict of interest to the Board of Directors and be made a matter of record through an annual procedure and also when the interest becomes a matter of Board action.

**Section 11.02. Abstaining from Voting and Influencing.** Any Director, Officer, or committee member having a possible conflict of interest on any matter shall abstain from voting on that matter and shall not use his/her influence on the matter, nor shall that Director, Officer, or committee member be counted towards the required quorum for voting on the matter. However, any Director, Officer, or committee member with a possible conflict of interest may answer questions about the matter from other Directors, Officers, committee members, or other members after the disclosure of the conflict of interest has been made.

Notwithstanding the above, if the voting members of the Board of Directors, after careful consideration, determines and records in the minutes of a Board of Directors meeting that the potential conflict of interest that has been reported does not constitute an actual conflict of interest, then any provisions of this Section 11.02 requiring the individual to abstain from voting or influencing a vote shall not apply.

**Section 11.03. Notice.** Any new director, officer or committee member will be advised of this conflict-of-interest policy upon beginning the duties of his/her office or position.

**ARTICLE XII**  
**WAIVER OF NOTICE**

**Section 12.01. Waiver of Notice.** Whenever any notice is required to be given to any member, Director, or Officer of the Corporation or to any member of a committee or general member of the Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or

Bylaws of the Corporation, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

### ARTICLE XIII

#### UNACCEPTABLE BEHAVIOR

**Section 13.01. Unacceptable Behavior.** Unacceptable Behavior is defined as any act or omission that violates a law, ordinance, regulation, or rule of any governmental authority having jurisdiction over the building or grounds of the Pal-Dows Preserve or that violates any Bylaw, Policy, or Procedure of the CAA, or that involves the misappropriation of Corporate funds or other assets. Any person, whether or not a member of the Corporation, who engages in unacceptable behavior is subject to disciplinary action by the CAA Board of Directors or Officers and/or being reported to law enforcement authorities.

### ARTICLE XIV

#### AMENDMENTS TO BYLAWS

**Section 14.01. Amendments.** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the voting members of the CAA, represented in person or by electronic means, at any Regular or Special Business Meeting of the Members if at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

---

These Bylaws were adopted at the Business Meeting of the Members at which a quorum was present on the 6<sup>th</sup> day of November, 2025 by a two-thirds vote of the voting members present at the meeting.

DATED this 15<sup>th</sup> day of November, 2025.

Cedar Amateur Astronomers, Inc.

By 

President

By 

Secretary