

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

Grand Traverse Astronomical Society

ARTICLE II – PURPOSE

A) This Society is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the distribution of funds to other organizations that qualify as exempt organizations under Section 501 (c) (3) of Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

B) The Society shall operate a scientific and educational organization with the goal of increasing interest in, the knowledge and enjoyment of astronomy; cooperate with similar organizations; and cooperate with Northwestern Michigan College to increase the benefit of the college observatory to the community.

ARTICLE III – ORGANIZATION

- 1. Non-stock**
- 2. a. No Real Property**
 - b. Cash: \$5,658.18**
 - c. Financing: Dues and contributions**
 - d. Membership**

ARTICLE IV – RESIDENT AGENT & ADDRESS

- A. Address: 1473 Birmley Road, Traverse City, Michigan 49686-8808**
- B. Resident Agent: Gary E. Carlisle, A.B.A.**

ARTICLE V -- INCORPORATORS

- A. Gerald O. Dobek, 16752 Wrightwood Terrace Drive, Traverse City, MI 49686**
- B. Robert C. Moler, 6003 Secor, Traverse City, MI 49684**

ARTICLE VI – ADDITIONAL PROVISIONS AUTHORIZED

A) Membership in this organization shall be open to all individuals interested in astronomy without regard to age, race, sex, religion, national origin or political affiliation.

B) The Society shall, through its By-laws, establish such categories and/or classification of memberships as it deems necessary. However, no such category and/or classification shall exclude any individual from membership which may be in violation of Article VI-A of these Articles of Incorporation.

C) The Society shall, through its By-laws, establish procedures for the election and terms of service of a Board of Directors. The property and lawful business of the Society shall be held and managed by the Board of Directors, which shall possess all the powers and authority to carry out the purposes of the Society as limited by these Articles of Incorporation and the By-laws. The Board of Directors shall determine all matters of policy which are not reserved by these Articles of Incorporation and the By-laws.

D) The Society shall, through its By-laws, establish procedures for the election, term of service, and duties of any officers as are deemed necessary to carry out the daily operations of the Society.

E) The Society shall, through its By-laws, establish procedures to: remove from office any director or officer for malfeasance or neglect of duty, to appoint members to serve on committees, and to dissolve said committees.

ARTICLE VII

A) The Society shall, through its By-laws, establish charges for dues and other assessments against its members and set procedures to collect and distribute other funds in furtherance of its purpose. All funds collected shall be used solely for furthering the interest in and the study of astronomy.

B) No part of the net earnings of the Society shall be applied to the benefit of or be distributable to: its members, directors, officers or other private persons.

C) No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

D) Notwithstanding any other provision of these Articles of Incorporation, the Society shall not carry on any other activity not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law.)

E) The Society funds and books of accounting shall be examined at least annually by an individual designated by a majority vote of the Board of Directors. Upon a majority vote of a quorum of members present at any regular meeting of the Society, additional examinations by an individual may be undertaken at any time. Such an examining individual designated to examine the books and records need not be a member of the Society.

F) Eleven (11) Society active members shall constitute a quorum for regular meetings of the Society. In the event that active membership falls below eleven (11), a quorum shall be two-thirds (2/3), rounded to the nearest whole number, of the total number of active members at the time of the meeting. Active membership shall be defined in the By-laws.

ARTICLE VIII

A) Adoption of the By-laws, amendments to the By-laws, and other changes to the By-laws shall be accomplished by a majority vote of a quorum of active members present at any regularly scheduled meeting. Provided, however, that all such adoptions, amendments, and changes have been printed and made available to all Society members at least seven (7) calendar days prior to the regular meeting at which they are to be voted on and that such adoptions, amendments, and changes have been approved by at least two-thirds (2/3) of the Board of Directors.

B) No By-law shall be adopted, nor shall any By-law be amended, which conflicts with, eliminates, mitigates or otherwise renders ineffective Articles II, VI-A, VII-B, VII-C, VII-D of these Articles of Incorporation. Should a majority of the Society members vote to eliminate, mitigate, or render ineffective any of the aforementioned Articles, the Society shall be considered to have dissolved, and Article IX of these Articles prescribing the dissolution process shall immediately be effective.

ARTICLE IX

Upon the dissolution of the Society, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Society, dispose of all of the assets of the Society by donation to such organizations that further the purposes of the Society, provided that such organizations are exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law.) Any such assets not so disposed of shall be disposed of by the Probate Court of the County in which the principal office of the Society is then located, exclusively for such purposes and to such organizations as the said Court shall determine provided that such organizations are exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law)