

**BYLAWS
OF THE
VON BRAUN ASTRONOMICAL SOCIETY (of Huntsville, Inc.)**

Amended this 19th day of May, 2023

**ARTICLE I
OBJECTIVES**

Section 1. The Society shall be an educational, scientific, nonpolitical and nonprofit organization dedicated to the promotion of interest in the descriptive and technical phases of Astronomy and to encourage participation in observational, computational and applied phases of this and related sciences. In furtherance of these objectives, the Society will:

1. Promote the science of astronomy.
2. Foster observational and computational work and craftsmanship opportunities in the various fields of astronomy.
3. Provide a medium for correlating amateur activities of the Society with professional research.
4. Maintain observatory, planetarium, library and research facilities, for use by members and the public.
5. Develop activities which are a benefit and credit to Society members and the public.

Section 2. The Board of Directors shall determine and enumerate a program of specific policies of the Society to carry forward currently important aspects of the above objectives.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership in the Society shall be open to all persons interested in Astronomy and in the objectives set forth in the Articles of Incorporation, the Constitution and in these By- Laws.

Section 2. Membership categories shall include Regular, Student, Family, Lifetime and Honorary.

1. Regular membership: adults (18 years of age or older).
2. Student membership: individuals not yet age 18 or a full-time student of a school, university or college.
3. Family membership: a married couple with or without children in the household, a single parent and children in the household, or a person acting as loco parentis with a child(ren) in the household. Adult members of the household will be "Regular" members. Students in the household will be "Student" members.
4. Lifetime membership: Regular membership conferred for life upon payment of a fee established as provided in Section 4 below.
5. Honorary membership: conferred by the Board of Directors upon persons, organizations or business who have made substantial contributions to the Society in materials, funds, service or other contributions deemed worthy by the Board. Honorary members are not voting members of the Society unless they are also Regular, Student or Lifetime members.

Section 3. Any person desiring to become a member may complete a membership application and submit it to the Society together with payment of the established dues.

Section 4. Dues

1. Changes in dues for Regular, Student, Family memberships and Members for Life will be proposed to the members by the Board of Directors. The members will be notified of any proposed change(s) in dues; the members will vote on the proposal at the annual meeting; and, if approved by a majority of the members present at the annual meeting, the change(s) will become effective the month following the vote.
2. Payment of dues shall be on a schedule established by the Board of Directors.

Section 5. Any person may withdraw from membership in the Society at any time by giving notice, verbally or in writing. Upon withdrawal, all outstanding financial obligations to the Society are due immediately.

Section 6. The membership of any person can be withdrawn by the Board of Directors, by a majority vote, for good cause. "Good cause" includes, but is not limited to nonpayment of dues. Before the withdrawal of membership, the member will be given written notice as follows:

1. By the Membership Secretary, in the case of nonpayment of dues. The written notice will inform the member of the delinquency and will afford the member the opportunity to bring dues current within a specified time in order to remain in good standing as a member.
2. By the President in all other cases. The written notice will inform the member of the "good cause" basis for the proposed withdrawal of membership, and will afford the member the opportunity to appear before the board at its next regularly scheduled meeting to defend his/her membership, before final action by the Board.

Section 7. No person, by virtue of joining or membership in the Society, shall become liable for any of the Society's debts or expenses beyond the amounts of dues for the Society as prescribed in the By-Laws.

ARTICLE III **GOVERNANCE**

Section 1. The Society shall be governed by a Board of Directors.

Section 2. The Board of Directors shall consist of ten elected officers: President, Vice President, Director of Administration, Director of Facilities and Equipment, Director of Education and Programs, Director of Planning and Research, Director of Marketing and Communications, Past President, Secretary, and Treasurer.

Section 3. The Board of Directors shall have the general power to administer the affairs of the Society, including but not limited to addressing issues that arise between Membership meetings of the Society, reviewing and ensuring an annual written budget is submitted to the Society membership not later than May, and establishing standing and/or special committees. It shall accept responsibility delegated by the Society and the State of Alabama.

1. Meetings of the Board shall be held at least quarterly. Special meetings may be called at any time by the President or upon the written request of three (3) members of the Board of Directors or ten (10) members of the Society.
2. The Board shall communicate board activities to the Society membership.
3. A quorum shall be one-third or four of the members of the Board of Directors, whichever is greater.

Section 4. Use of Electronic Communications The Board may conduct meetings, communications, and vote on motions via means of electronic telecommunication as follows:

1. Any board meeting that may occur in person may be conducted by live electronic means that includes both audio and video, unless objected to by motion passed by a majority of all board members at least 24 hours prior to the meeting.
2. Any official communications of the board to board members may be conducted by electronic document distribution such as email. Unless evidence is received that such communication did not reach all board members, it will be assumed that all board members received the communication.
3. Any reference to "written" or "in writing" in the Bylaws may include communication by electronic document distribution such as email.
4. Motions may be proposed and voted on via telecommunications, such as email, outside of regular board meetings as follows:
 - a. The mover sends the motion to all board members.
 - b. The motion must be seconded by another board member.
 - c. Once the motion is moved and seconded, the presiding officer acknowledges the motion and provides a reasonable time limit in which to consider and discuss the motion, 72 hours is recommended.
 - d. Since there is no meeting, but all members received the communication, a majority of the entire Board of Directors is required for a motion to pass.
 - e. Failure for a board member to vote in the allotted time is considered an abstention.

- f. After the time limit is up or when sufficient “Yes” votes accumulate, the presiding officer declares the result.
5. Voting that occurs via electronic communications shall be recorded appropriately, with a formal resolution if necessary, in the subsequent Board meeting minutes.

Section 5. Terms of office for officers:

1. The President shall take office on July 1 and shall serve a two year term beginning in even-numbered years. No person shall hold the office of president for more than five consecutive years, but may serve any number of nonconsecutive terms. Upon completion of service as President, the President shall automatically become Past President and serve until replaced by the next outgoing president.
2. The other elected officers shall serve staggered two year terms and shall take office on July 1. The Vice President, the Director of Administration, Director of Planning and Research, and Secretary shall serve terms beginning in even-numbered years; and the Director of Facilities and Equipment, the Director of Education and Programs, Director of Marketing and Communications, and Treasurer shall serve terms beginning in odd-numbered years.

ARTICLE IV

FINANCIAL ADMINISTRATION

Section 1. The fiscal year shall correspond with that of the Society and shall begin on July 1.

Section 2. Society dues: See ARTICLE II, Section 4.

Section 3. The annual budget shall be adopted by the Board of Directors prior to the presentation of the budget at the May general membership meeting.

Section 4. The Society shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. An audit shall be conducted annually.

Section 5. Funds will only be expended for budget items or for items approved by the Board of Directors, as verified by the President. The Board of Directors may authorize the expenditure of funds each month, up to a specified amount, by the President or by specified Directors or committee chairpersons to meet pressing requirements that will not wait until the next board meeting.

Section 6. All expenditures will be by Society check or electronic means.

1. Society checks will require the signatures of two members of the Board of Directors except that the Board of Directors may authorize a single Board member to sign checks for small dollar amounts up to a maximum dollar amount established, from time to time, by the Board of Directors.
2. The Board of Directors will determine which of its members are authorized to sign checks or use Society electronic payment methods, but there will be at least three so authorized.
3. The Board of Directors will establish controls on the use of Society electronic payment methods to ensure that they are used only for authorized purposes.

Section 7. The Board of Directors shall have the authority by two-thirds majority vote (all Board members voting, vote by telecommunication permitted) to commit the Society to contractual obligations.

ARTICLE V

SELECTION OF OFFICERS

Section 1. Elected Officers of the Society shall be selected in the following manner

1. The Board of Directors shall appoint a Nominating Committee.
2. The Nominating Committee shall prepare a list of nominees to be presented at a meeting of the Society two months prior to the election, or in writing to each member at least six weeks before the election. Nominations may be made from the floor at the membership meeting one month before the election provided written consent of the nominee has been obtained. Nominations from the floor must be

seconded.

3. Voting, which is held at the annual meeting, shall be by ballot. The ballot shall contain the name(s) of each candidate including those nominated by the Nominating Committee, and those nominated from the floor at the membership meeting immediately preceding the election. A majority of the votes cast shall be necessary for election. When there is but one nominee for office, the vote may be taken by voice vote.
4. The following are eligible to vote: Regular Members, each adult (age 18 or over) Student Member, each adult (age 18 or over) household member of a Family Membership, and each Lifetime Member.
5. Members in good standing who are eligible to vote, are 19 years of age or older, and submit their email address for board communications are eligible to run for any office. Candidates for President must also agree to a background investigation as required by the State of Alabama and our contract(s) with the State.
6. Members may vote in person at the annual meeting or may submit a written ballot by mail. Written ballots may be obtained in advance from the Secretary, and are to be completed and mailed to the Society in an envelope containing the members name. To protect the member's privacy and enable a secret ballot, the member may place his vote in a sealed unmarked inner envelope. Mail-in ballots that are not received before the annual meeting will not be counted.

Section 2. All officers shall take office on July 1; however, all sitting officers shall serve until their successors are elected or appointed and assume office.

Section 3. A vacancy of office, excluding the President, shall be filled for the unexpired term by the Board of Directors from nominees presented to the Board by the Nominating Committee. A vacancy in the office of President shall be filled by the Vice President. If the Vice President is unavailable or cannot serve, then the office of President shall be filled by the Director of Administration; however, if the Director of Administration is unable or unwilling to serve as President, then the office of President shall be filled by the Director of Facilities and Equipment, or (if necessary) by the Director of Education and Programs or Director of Planning and Research, in that order.

Section 4. An Officer of the Society may be removed from his/her duties as an Officer of the Society by a two thirds vote of the remaining members of the Board of Directors for dereliction of duty. The Officer must first be notified in writing by the President, Vice President or by one of the directors of the alleged dereliction of duty and must be afforded the opportunity to appear before the remainder of the Board to defend his/her membership on the Board, before the vote is taken.

Section 5. To the extent possible, the President will appoint, with approval of the board, deputies to assist each officer or committee chairperson. This will be done to improve management of the Society, expand membership participation in the management of the Society, and provide the opportunity to train members to serve as officers and chairpersons. Deputies will participate in all meetings attended by the principal, and will serve as the principal in the absence of the principal. Deputies who serve on committees will have one vote in the committee whether or not the principal is present. Deputies to members of the board may not vote in board actions in the absence of the principal.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by the Articles of Incorporation, the Constitution, these Bylaws and the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. No board member may vote on any issue in which he or she has a material financial interest in a transaction to which the Society is a party.

Section 3. The **President** shall be the official spokesperson and representative for the Society and shall

1. Preside at all meetings of the Society and the Board of Directors.
2. Appoint, with the approval of the Board of Directors, individuals to all non-elected positions authorized by the Constitution and Bylaws, or otherwise required as determined by the Board of Directors.
3. Serve as an ex-officio member of all committees except the Nominating Committee.
4. Call special meetings of the Society in accordance with the Bylaws.

5. Assume the position of “Registered Agent” (or similar) for the corporation, in all local, state and federal filings, reports and registrations submitted by the Director of Administration, Treasurer or other officers.
6. Appoint, with the approval of the Board of Directors, and provide mentorship to, a Student Director.

Section 4. The **Vice President** shall perform such duties as the President and Board of Directors shall direct and shall

1. Serve as chair of the Member Programs Committee.
2. Coordinate programs and run all regular meetings and the annual meeting.
3. Coordinate other regular member programs (such as Special Interest Groups and similar) and encourage others to arrange special member events (such as observing trips to Dark Sky sites, eclipses, local places of interest and similar)
4. Identify to the President for nomination to the Board of Directors, Coordinators for Special Interest Groups and other member program coordinators as needed.
5. Ensure overall Society calendar/schedule coordination and facilitate mechanisms for communication among the members of the Society for the furtherance of Society objectives.

Section 5: The **Director of Administration** shall perform such duties as the President and the Board of Directors shall direct and shall

1. Ensure the timely completion of mandated local, state and federal Society filings, reports and registrations.
2. Manage Society insurances, contracts, leases and legal services.
3. Ensure proper maintenance of Society documentation and files necessary for historical and contractual purposes.
4. Have responsibility for provision of IT/telecommunications at Society facilities, membership functions, and maintenance of the Society Library.
5. Identify to the President for nomination to the Board of Directors a Membership Secretary, an IT Coordinator, and a Librarian.
6. Serve as Chairperson of the Finance Committee.
7. Ensure that membership functions are carried out including the processing of membership applications and the maintenance of current rosters of members, particularly those eligible to vote in Society elections.
8. Request the President stand up a nominating committee in a timely manner and ensure its responsibilities are carried out in accordance with ByLaws.
9. Ensure eligibility of members nominated for Board positions, including any necessary background checks when appropriate.

Section 6. The **Director of Facilities and Equipment** shall perform such duties as the President and the Board of Directors shall direct and shall

1. Oversee and ensure the safety, security and maintenance of the grounds, facilities, observatory(s), and equipment leased, owned or operated by the Society.
2. Bring recommendations from relevant Committees to the Board of Directors for capital improvements.
3. Oversee and ensure Society assets are properly tracked and donated or disposed of when necessary.
4. Manage access (keyholders) to Society facilities.
5. Identify to the President for nomination to the Board of Directors, an Observatory Director, Groundskeeper, Chairpersons and members of the Observatory Committee, and the Facilities Committee.
6. Serve on the Public Programs Committee, the Observatory Committee, Facility Committee, and the Finance Committee.

Section 7. The **Director of Planning and Research** shall perform such duties as the President and the Board of Directors shall direct and shall

1. Manage and engage in community relations, government relations, long range planning, astronomical research, relevant citizen science projects, and fundraising.
2. Ensure Society advocacy for Dark Skies initiatives, such as city ordinances limiting light pollution in our area.
3. Form alliances and partnerships with like-minded organizations and disseminate information on Society research and citizen science activities to further Society objectives.

4. Serve as Chair of the Development Committee.
5. Identify to the President for nomination to the Board of Directors, a Development Director.
6. Identify to the President other Committees (Standing and/or ad hoc) required to accomplish his/her responsibilities.
7. Identify to the President for nomination to the Board of Directors, chairpersons and members of these committees
8. Serve on each of these committees.

Section 8. The **Director of Education and Programs** shall perform such duties as the President and the Board of Directors shall direct and shall

1. Oversee and coordinate the development and delivery of educational Student/Youth and Public planetarium programs, coordinating with Observatory and Member Programs committees/personnel as needed, on matters related to the mission of the Society.
2. Manage the development and implementation of training programs to ensure appropriate staffing of public and youth programs.
3. Have responsibility for the outreach programs of the Society.
4. Oversee the recruitment, training, recognition and scheduling of volunteers and interns necessary to serve the needs of the programs of the Society.
5. Identify to the President for nomination to the Board of Directors a Planetarium Director, Outreach Coordinator, and Volunteer and Intern Coordinator.
6. Identify to the President for nomination to the Board of Directors chairpersons and members of the Public Program committee.
7. Identify to the President Committees (Standing and/or ad hoc) required to accomplish his/her responsibilities.
8. Identify to the President for nomination to the Board of Directors, Chairpersons and members of these committees
9. Serve on each of these committees.
10. Develop relationships with like-minded education/outreach organizations, schools and other educational institutions, museums and centers. Disseminate information about the Society's education/outreach activities to further Society objectives.

Section 9. The **Past President** shall perform such duties as the President and Board of Directors shall direct, shall advise the President and other Board members, and shall

1. Serve as an interim position holder at the request of the Board of Directors during vacancy, recruitment or when additional support is needed provided that Past President has the necessary skills or familiarity with the role.
2. Serve on the Development Committee to support fundraising activities.
3. Act as an advisor to appointees when requested.

Section 10. The **Secretary** shall perform such duties as the President and Board of Directors shall direct, and shall

1. Assist the President and Board of Directors in the creation of Agendas, reports and resolutions, and in tracking old and new business and needed actions, in order to ensure the smooth running of official business.
2. Record and keep in custody minutes of all business meetings i.e., meetings of the Board, the Society (Membership).
3. Maintain and have available, for reference at all meetings, the Articles of Incorporation, the Constitution, the Bylaws, and a list of officers and all others appointed to serve on committees or special functions. Respond to requests for information relating to these documents.
4. Support Society elections by managing the ballot creation, distribution, tallying and reporting.

Section 11. The **Treasurer** shall perform such duties as the President and Board of Directors shall direct, and shall

1. Be responsible for collecting, distributing, and accounting for the funds of the Society.
2. Pay all bills provided for by the budget or authorized by the Board of Directors as verified by the President.

3. Keep an accurate set of books and present them for annual audit. Arrange for an annual audit of the financial records, with the audit report to be available at the Annual Meeting of the Society.
4. Be a member of the Finance Committee.
5. Prepare at the direction of the Finance Committee, an annual budget for presentation to the Board of Directors for its approval. Present approved annual budget to the Members at the annual meeting.

Section 12: The Director of Marketing and Communications shall perform such duties as the President and Board of Directors shall direct, and shall

1. Oversee and ensure the up to date provision of information on Society programs, activities and interests via a regular newsletter, and the Society website.
2. Oversee and ensure communications via other channels and platforms as appropriate to reach Society members and audiences.
3. Ensure communications to the Society are directed and answered in a timely manner.
4. Oversee the creation of necessary print and electronic materials and branded items and ensure consistency of brand and official information.
5. Be responsible for any onsite Gift Store or online e-commerce presence of the Society.
6. Provide reporting to the Board of Directors on reach, engagement and other analytics necessary for understanding how the Society is achieving its objectives.
7. Identify to the President for nomination to the Board of Directors a Newsletter Editor, Website Curator, Gift Store Manager, Social Media Coordinator.
8. Identify to the President for nomination to the Board of Directors members of the Communications committee.
9. Serve as Chair of the Communications Committee

ARTICLE VII

COMMITTEES AND RESPONSIBILITIES OF COMMITTEES

Section 1. Standing Committees of the Society shall be **Bylaws, Finance, Nominating, Public Programs, Observatory, Facilities, Member Programs, Student, Development, and Communications**

Section 2. Additional Standing and special (ad hoc) committees may be established by the Board of Directors.

Section 3. The Chairs of all committees, except the Nominating Committee and those provided for by election, shall be appointed by the President with approval of the Board of Directors. Chairs shall select the members of their committees in consultation with the president.

Section 4. The **Bylaws Committee** shall

1. Review Bylaws and prepare copies of proposed revisions.
2. Ensure proposed revisions are presented: 1) to the Board of Directors for approval two months prior to the annual meeting, and 2) to the Society Members at the meeting before the annual meeting.

Section 5. The **Finance Committee** shall

1. Develop an annual budget.
2. Present the budget to the Board of Directors at its last meeting before the annual meeting, and to the members at the annual meeting.
3. Conduct insurances, leases, contracts, audit, and other reviews of Society obligations and functioning as deemed necessary by the Board of Directors.
4. Provide oversight for fiscal and legal matters if requested.
5. Provide oversight of the management and reporting of self restricted and restricted (grant) funds.

Section 6. The **Nominating Committee** shall

1. Be a committee of three or more members with no more than two current elected officers. No one on the nominating committee may run for office. The Board of Directors, at a board meeting four months before the annual meeting, shall select the two board members. The Society, at a members meeting four

- months before the annual meeting, shall select one or more members.
2. Prepare a list of nominees for office to be presented at the Society meeting two months prior to the annual meeting, or in writing to each member at least two weeks before the annual meeting.
 3. Prepare a list of nominees for consideration by the Board to fill vacancies on the Board that may occur from time to time between elections.
 4. Solicit and circulate candidate statements if necessary.

Section 7. The Public Programs Committee shall perform such duties as the President and the Board of Directors shall direct, and shall

1. Develop the Youth/Public Programs schedule and events, coordinate facilities scheduling, and provide information to the Director of Marketing and Communications for promotion.
2. Train and certify Planetarium and outreach presenters.
3. Oversee access, modification, additions to, maintenance, and have overall technical responsibility for the Planetarium and outreach equipment
4. Insure the maintenance, security, and safety of all education and outreach supplies, equipment, artifacts, and consumables.

Section 8. The Observatory Committee shall perform such duties as the President and Board of Directors shall direct, and shall

1. Oversee the operation of the Observatories.
2. Oversee access, modification, additions to, maintenance, and have overall technical responsibility for the Observatories and society telescopes and observing equipment.
3. Schedule the use of the telescopes in coordination with public and member programming
4. Train and certify qualified observers and telescope operators.
5. In coordination with the Public and Member Programs committee, develop activities and events that use the full potential of the Society Observatories and telescopes. Communicate to the Director of Marketing and Communications for promotion as necessary.

Section 9. The Facilities Committee shall perform such duties as the President and Board of Directors shall direct, and shall

1. Be responsible for all repairs, modifications, additions and maintenance of Society property and equipment - whether leased or owned - excluding observational equipment and planetarium and outreach equipment.
2. Periodically review the safety and security of Society property and equipment - whether leased or owned. Recommend appropriate health and safety policies for members and patrons onsite.
3. Supervise and have overall responsibility for the cataloging, inventorying and accounting for all Society equipment.
4. Receive and determine approval of all access (keyholder) requests. Track and manage as necessary.

Section 10. The Member Program Committee shall

1. Be chaired by the Vice President.
2. Develop a series of programs to be presented at each of the Society's membership meetings.
3. Stand up Special Interest Groups that meet and communicate regularly.
4. Review astronomical opportunities of interest and coordinate member events and expeditions.
5. Receive requests and ideas from Members for programs and activities for discussion
6. Ensure active communication with and between Members
7. Communicate Member program and activity schedules to the Director of Marketing and Communications for dissemination in the Newsletter, on the website, and through other communications channels.

Section 11. The Student Committee shall perform such duties as the President and the Board of Directors shall direct, and shall, in coordination with other Committees as appropriate

1. Maintain liaison between the Society and students and teachers in the Huntsville/Madison County area.
2. Promote interest in Astronomy and the Society to students and teachers in the Huntsville/Madison County area.
3. Advise the Board on actions the Society can take to promote student interest in the science of Astronomy.

Section 12. The Development Committee shall perform such duties as the President and the Board of Directors shall direct, and shall

1. Identify sources of funding for society programs and projects, prioritize and pursue if approved
2. Advocate for sources of public funding
3. Manage grants appropriately and report on funding received
4. Coordinate with the Director of Administration to ensure that Society non-profit status and required reporting is maintained.
5. Discuss and develop Society long range plans with regard to potential funding opportunities.

Section 13. The **Communications Committee** shall perform such duties as the President and the Board of Directors shall direct, and shall

1. Support the development of the Society Newsletter with respect to content and schedule.
2. Develop strategies and determine platforms for public communications.
3. Assess needs for print materials, signage, and other branding.
4. Support operations of the Gift Store and e-commerce as needed
5. Produce recommendations to the Board of Directors on positioning, pricing, promotions, and messaging to increase impact and revenues in support of the Society objectives.
6. Source or provide media training to the President and/or Board of Directors as needed.
7. Receive and direct public and media inquiries.

ARTICLE VIII

STANDING RULES

Officers and Committee Chairpersons will develop **Standing Rules**, to the extent necessary, to facilitate task accomplishment and to inform members and subsequent Officers and Chairpersons. Standing Rules will be submitted to the Board for approval.

ARTICLE IX

MEMBERSHIP MEETINGS

Section 1. Regular meetings of the Society will be held every month. The schedule of meetings will be announced in the Society's newsletter and posted on the Society's web site.

Section 2. The May monthly meeting of the Society is the annual meeting held for the purpose of electing members of the Board of Directors and Officers of the Society for the following year to fill vacancies.

Section 3. Additional special meetings may be called by the Board of Directors, and members will be notified via Society's web site and via electronic communication.

Section 4. The members present at any regularly scheduled meeting will constitute a quorum for the purpose of doing business and holding elections. The members present at any special called meeting, where prior written notice of the date, time, place and purpose of the meeting was provided to the members, shall constitute a quorum for the purpose of dealing with the business for which the meeting was called.

ARTICLE X

CORPORATE OBLIGATIONS

Section 1. All obligations incurred by the Society shall be solely corporate obligations and no personal liability whatsoever shall attach to, or be incurred by any member, officer, or director of the Society by reason of any such corporate obligation. The directors of the corporation shall not, as such, be liable for obligations of the corporation.

Section 2. Each director or officer, or former director or officer, shall be indemnified by the corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of his/ her being or having been a director or officer of the corporation, except in relation to matters as to which he/she shall be adjudged responsible for willful or wanton misconduct or fraud, or gross negligence.

ARTICLE XI
AMENDMENTS

Section 1. Amendments to the By-Laws may be proposed by a majority of the Board of Directors or upon petition addressed to the President and signed by not less than ten members of the Society.

Section 2. Proposed Amendments to the Bylaws will be provided to all members by electronic communication and by posting them on the Society's web site. Accompanying the proposed Amendment(s) will be a notice that the Amendment(s) will be voted on by the Society's members at the first Membership Meeting that follows at least 30- days after publication of the notice of the proposed Amendment(s) on the website and via electronic communication.

Section 3. Proposed Amendments to the Bylaws will be adopted if approved by more than fifty percent of the votes of members present at the Members meeting held per the notice.

ARTICLE XII
DISSOLUTION

Section 1. To initiate dissolution of the Society, the Board of Directors shall:

1. Adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of the Society.
2. Schedule a meeting of the membership to consider the resolution. Provide written notice to each member of the Society, announcing the meeting and stating that a purpose of the meeting is to consider dissolution of the Society.
3. A resolution to dissolve the Society shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at the meeting.

Section 2. Notice of the intent to dissolve shall be filed with the Madison County Probate Judge. Upon filing the notice, the Society will cease to conduct its affairs except insofar as may be necessary for the completion thereof, and shall proceed to collect its assets and apply them as provided for by Alabama law.

Section 3. The assets of the Society shall be applied and distributed as follows:

1. Assets will be liquidated as necessary in order to pay all obligations of the Society;
2. Borrowed assets will be returned to the lender(s);
3. All remaining assets shall be transferred or conveyed to one or more not-for-profit organizations.

ARTICLE XIII
TRANSITION TO NEW BYLAWS

Section 1. These Bylaws are to be approved in the manner provided by the Current Constitution and Bylaws.

Section 2. The provision of these Bylaws become effective upon adoption by the Society, except that all officers under the old Bylaws will remain in their positions with their full responsibility until new elections are held and new officers are installed.