

# ***Bylaws of the International Dark-Sky Association An Arizona Nonprofit Corporation***

## **Article I. Offices**

Section 1. Name of Corporation. The name of this nonprofit corporation shall be the International Dark-Sky Association (the "Association").

Section 2. Principal Office. The principal office of the Association shall be located in Pima County, State of Arizona, but other offices may be established and maintained within or without the State of Arizona at such places as the Board of Directors of the Association (the "Board") may designate.

Section 3. Registered Office and Registered Agent. The Association shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The Association shall have and continuously maintain within the State of Arizona a statutory agent as required by law and the statutory agent may be changed from time to time by the Board.

## **Article II. Purpose and Powers**

Section 1. General Purpose. The Association is organized and shall be operated exclusively for educational, scientific, literary and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Association shall receive and administer, expend and distribute funds exclusively for such purposes. Without any limitation of the foregoing, the Association has been organized to raise funds for, and provide grants to, organizations that further the mission of preserving and protecting the nighttime environment and the heritage of dark skies in various ways.

Section 2. Powers. The Association shall have all powers permitted by law and may do and perform all things, in addition to those expressly enumerated herein or in the Articles of Incorporation, which are necessary or appropriate to the purposes and activities of the Association except as otherwise set forth in these Bylaws or the Association's Articles of Incorporation.

## **Article III. Members of the Association**

Section 1. Active Members. Any individual interested in the issue of light pollution and related topics may become an Active Member by officially joining the Association and paying dues at any of the several category levels that may from time to time be set by the Board. Such Active Members receive benefits of no commercial value that may be determined from time to time by the Board. Memberships shall be renewed on an annual basis.

Section 2. Other Members. The Board may also establish other categories of membership. Members of said categories shall have all rights of membership and may receive benefits but are not entitled to vote at regular or special meetings of the Association. Such memberships shall be reviewed on an annual basis for continuation.

Section 3. Suspension of an Active Member. Upon becoming an Active Member of the Association, a person shall remain an Active Member of the Association as long as such person continues to pay the required dues. Should an Active Member not pay the required dues within one hundred and eighty (180) days of the due date, such Active Member shall be automatically suspended and the member's name removed from the Active Member list.

Section 4. Removal of an Active Member. The Board may remove an Active Member from membership in the Association upon at least a sixty percent (60%) vote of the Board, for failure to adhere to the purposes of the Association. Thirty (30) days before such an action can be taken, such person must be mailed, faxed, or e-mailed a notice of the Board's intended action. Such a person shall be entitled to address the Board, if desired, to state why he or she should not be so removed from membership. Such "address" may be in person or by mail, fax, or e-mail. If a member is removed from membership in the Association, the current year's dues paid by such a member shall be refunded to him or her.

#### **Article IV. Meetings of the Association**

Section 1. Annual Meeting. The Annual Meeting of the Association shall be held at such date, time, and place as may be determined by the Board. At the Annual Meeting, the results of the election and appointment of Directors and Officers pursuant to Articles VIII and IX, respectively, shall be announced; reports of the affairs of the Association shall be presented, including the annual report of the President; and any other proper business may be transacted.

Section 2. Special Meetings. Other meetings of the Association may be held at such dates, times, and places as may be determined by the Board and as required by Title 10 of the Arizona Revised Statutes ("A.R.S.").

Section 3. Notice of Meetings. The Secretary shall notify the members when a meeting is to be held. Such notice of the date, time, place, and purpose shall be served by mail, fax, e-mail, or in person not less than ten (10) days in advance of the meeting. Notice shall be directed to a member at the address or addresses appearing in the records of the Association.

Section 4. Voting. Each member who has been an Active Member of the Association for at least 60 days preceding an Annual or Special meeting or preceding the distribution of a ballot shall have one vote. No other classification of membership shall have the right to vote on any matter. Unless otherwise provided by law, voting or balloting by proxy is prohibited.

Section 5. Quorum. The presence of 30 or more Active Members shall constitute a quorum at any Annual or Special Meeting of the Association.

Section 6. Action Without Meeting. Any action (including election of Directors) that may be taken at any Annual or Special Meeting of the Association may be taken without a meeting if a written or electronically transmitted ballot of every Active Member is solicited, and if the number of ballots cast within the time specified equals at least ten percent (10%) of all Active Members at the time the ballot is distributed. A simple majority of the votes cast shall determine the outcome of the action.

Section 7. Cancellation of Meetings. The Board may cancel any Annual or Special Meeting for cause. In event of cancellation of the Annual Meeting, the Secretary shall mail, fax, or e-mail notice to the membership as soon as possible and post such on the Association's website.

## **Article V. Board of Directors**

Section 1. General Powers. The affairs of the Association shall be managed by its Board. Each Director owes a duty of loyalty and care to the Association and shall carry out his or her duties in accordance with the standards of conduct required by law of such Directors and otherwise in compliance with applicable law. The Board shall have complete use of the proceeds of the dues or other funds or assets owned by the Association in the exercise of its powers and duties.

Section 2. Number. The number of Directors shall be as determined by the Board from time to time, but in any event there shall be not fewer than five (5) nor more than fifteen (15) Directors, who shall serve for the term provided in Section 4 of this Article.

Section 3. Qualifications. No person under the age of twenty-one (21) years shall be eligible for election or appointment as a Director. Directors must be Active Members of the Association. Directors shall be identified, recruited, and elected in accordance with such guidelines and other Agreement or Agreements concerning responsibilities and conduct, as might be approved from time to time by the Board. Directors may not serve until the signed Agreement or Agreements have been received by the Secretary.

Section 4. Term. Directors shall hold office for three (3) years, and may be reappointed or reelected. Terms for Directors shall be staggered so that approximately one-third (1/3) of the Board are elected or appointed each year. Directors shall hold office until the third succeeding Annual Meeting of the Association, or until their successors have been selected and qualified, whichever occurs last. A decrease in the number of Directors or term of office does not shorten the term of any incumbent director.

Section 5. Method of Selection. Up to fifty percent (50%) of the Directors may be selected and appointed by a simple majority vote of the Board. The remaining Directors are to be elected by the Members of the Association. A Nominating Committee, as constituted under Article VII, Section 8(b), shall submit to the Board a slate of Director nominees to be voted on by Active Members or to be appointed by the Board. The number of nominees proposed shall be established by the Nominating Committee, who shall also ensure that the nominees possess the expertise and experience required to adequately execute the mission of the Association as defined by the Board of Directors. Names and documentation for all candidates for election to the Board must be submitted by the Nominating Committee to allow adequate time for the election. Each must include a detailed vita and other supporting documentation. Each shall have signed a formal Director Agreement or Agreements, as established from time to time by the board. Active Members may petition the Nominating Committee to consider a candidate for election or appointment to the Board, and said candidate must be co-sponsored by at least ten (10) Active Members to be eligible for consideration.

Section 6. Voting. Each Director shall be entitled to one (1) vote. Unless otherwise provided by law, voting by proxy is prohibited. However, an absent Director may vote on a matter pending before the full Board by contacting the President and Secretary in writing or by recorded

electronic means prior to the taking of the vote. The Secretary will inform the Board of said vote and include it in the final tally.

Section 7. Compensation. The Officers and Directors shall serve without compensation. The foregoing shall not be construed to prohibit the Board from authorizing reimbursement of Officers and Directors for expenses reasonably incurred in the performance of their duties.

Section 8. Resignation. A Director may resign at any time by giving written notice to the President, the Secretary, or the Board. Such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the Board; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Removal. The Board may remove an elected or appointed Director who has been declared of unsound mind by a final order of court, has been convicted of a felony, has failed to attend three (3) successive meetings without reason acceptable to the majority of the other Directors, or has breached the responsibilities or Agreements established under Section 3 of this Article. Ten (10) days written notice of the intent to remove must be provided to the Director prior to the Regular or Special Meeting of the Board during which the action is to be taken. An affirmative vote of at least two-thirds (2/3) of the Directors is required for removal of a Director.

Section 10. Vacancies. A vacancy or vacancies shall be deemed to exist in the case of death, resignation, or removal of any Director, or the failure of any Director to attend three (3) successive meetings without reason acceptable to the majority of the other Directors, or if the Directors shall increase the authorized number of Directors but shall fail to elect or appoint the additional Directors so provided for, or in the event the Directors fail at any time to elect or appoint the full number of authorized Directors. In such cases, the Board may appoint, by majority vote, a Director to serve the remainder of the term of each vacancy.

## **Article VI. Meetings of the Board of Directors**

Section 1. Place, Notice of Meetings, and Waiver of Notice. Any meeting of the Board may be held either within or without the State of Arizona. Written notice shall be delivered to each Director not less than ten (10) days before the date of any Regular Meeting of the Board and not less than two (2) days before the date of any Special Meeting of the Board. Such notice shall include the date, time and place of such meeting. If one of the purposes of a meeting is to amend the Articles of Incorporation, to amend the Bylaws, or to remove a Director, notice shall be delivered to each Director not less than ten (10) days before the date of such meeting and, if applicable, copies of any proposed changes to the Articles or Bylaws. Except as provided above, the purpose or purposes for which any Regular meeting is called need not be stated in the notice. The attendance of a Director at any meeting shall constitute a waiver of notice of such 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.

Section 2. Regular Meetings. A Regular Meeting of the Board shall be held annually, at such time and place as may be fixed by the President or by any two (2) Directors, for the purpose of electing Directors and Officers and for the transaction of such other business as may lawfully come before the meeting. If the appointment of Directors or the election of Officers shall not be held at the annual Regular Meeting, the Board shall cause said appointments or election to be

held at an additional Regular Meeting or at a Special Meeting of the Board as soon thereafter as may be convenient. Additional Regular Meetings of the Board may be held during each year as determined from time to time by the Board.

Section 3. Special Meetings. Special Meetings of the Board may be called by or at the request of the President, Executive Director, or a majority of the Directors. The purpose of such Special Meetings shall be set forth in the notice of such meetings. The person or persons authorized to call Special Meetings shall determine the time and place for the holding of such meetings.

Section 4. Quorum; Telephonic Attendance. Not less than one-half (1/2) of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a quorum is present at said meeting, a majority of the Directors present shall adjourn the meeting to another date and time within thirty (30) days without further notice. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned notwithstanding the departure of one or more Directors. Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment that allows all persons participating in the meeting to communicate with each other, and such participation in a meeting shall be deemed presence at such meetings.

Section 5. Manner of Acting. In the absence of the President or the Vice President of the Board, a chairman shall be elected by majority vote of the Directors present for the purpose of conducting the meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Association's Articles of Incorporation or these Bylaws.

Section 6. Action Without Meeting. Any action required to be taken or which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent may be signed in one or more counterparts and shall be included in the minutes filed with the corporate records. Action taken pursuant to this Section 6 shall become effective when the last Director signs the consent unless such consent specifies a different effective date following such signatures. For the purposes of this section, a consent may be signed using an electronic signature or other electronic means indicating the Director's consent. A Director may revoke consent by delivering a signed revocation of the consent to the President or Secretary before the date and time the last Director signs the consent. A consent signed pursuant to this Section 6 has the effect of a meeting vote and may be described as such in any document.

Section 7. Executive Committee. The Board may appoint an Executive Committee to act on behalf of the Directors between regular Board meetings except as otherwise specified by these Bylaws. The Executive Committee shall consist of up to seven (7) Directors, including all Officers and the Executive Director, and shall serve for the term of the President, who shall serve as Chair. The Executive Committee may meet as necessary to conduct the regular business of the Association and is empowered to make decisions for the Association by a majority vote. The Executive Committee shall keep minutes of its meetings and shall report to the Board any actions taken between regular meetings of the Board.

Section 8. Nominating Committee. There shall be a Nominating Committee to consist of Directors of the Association appointed by the President and approved by a majority vote of the

Board to serve for the term of the President. No Directors shall serve on the Nominating Committee if their term expires during the current year.

Section 9. Other Committees. The Board may from time to time establish other committees as the Directors deem appropriate. Members of such committees shall be appointed by the President or by the Executive Director and approved by a majority vote of the Board to serve for the term of the President. Except as specified in Sections 7 and 8 of this Article, committee members need not be Directors.

## **Article VII. Officers of the Association**

Section 1. Officers. The Officers of the Association shall be a President, Vice President, Treasurer, Secretary, and such other Officers as may be elected or appointed by a majority vote of the Board from time to time. Each Officer owes a duty of loyalty and care to the Association and shall carry out his or her duties in accordance with the standards of conduct required by law of such Officers and otherwise in compliance with applicable law and these Bylaws.

Section 2. Election and Term of Office. Except as provided below, the Officers of the Association shall be elected or appointed annually by a majority vote of the Board. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until the Officer's successor shall have been duly elected or appointed and shall have qualified or until the Officer's death or until the Officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer elected or appointed by the Board may be removed, with or without cause, by the Board at any meeting of the Board whenever in its judgment the best interests of the Association would be served thereby. Officers of the Association shall be removed by the same number of votes of the Board which are required to elect or appoint an Officer of the Association.

Section 4. Resignation. An Officer may resign at any time by delivering written notice to the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. If a resignation is made effective at a later date or event and the Association accepts the later effective 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. Vacancies. Except as provided below, a vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by a majority vote of the Board at any meeting thereof for the unexpired portion of the term.

Section 6. President. The President:

(a) shall preside at all meetings of the Board, at the Annual Meeting of the Association, and at such other meetings of the Association as may be called from time to time;

(b) shall perform such other duties as may be indicated by these Bylaws or assigned by the Board and shall recommend to the Board assignments for any committees;

- (c) shall generally supervise operations of the Association;
- (d) shall see that the resolutions and directives of the Board are carried into effect;
- (e) may execute for the Association any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and may accomplish such execution either individually or with the Secretary, the Treasurer or any other Officer thereunto authorized by the Board, according to the requirements of the form of the instrument
- (f) may vote all securities which the Association is entitled to vote except as and to the extent such authority shall be vested in a different Officer or agent of the Association by the Board; and
- (g) may recommend to the Board from time to time the designation of various advisory committees and the appointments thereto, including the Chair thereof.

Section 7. Vice-President. The Vice-President:

- (a) shall, at the request of the President or in the President's absence or disability, perform all the duties of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President;
- (b) may also sign and execute, in the name of the Association, deeds, mortgages, bonds, contracts or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association; and
- (c) shall perform such other duties as from time to time may be assigned by the Board or the President.

Section 8. Secretary. The Secretary shall:

- (a) certify and keep at the principal office of the Association the original or a copy of its Bylaws as amended or otherwise altered to date;
- (b) keep at the principal office of the Association or such other place as the Board may order, a book of minutes of all Board' meetings with the time and place of holding, whether regular or special and if special how authorized, the notices thereof given, and the names of those present at such meetings;
- (c) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (d) ensure that the records of the Association, including but not limited to books, reports, statements, and all other records and documents required by law are properly kept and filed;
- (e) exhibit at all reasonable times to any Director upon application the Bylaws and minutes of proceedings of the Directors of the Association; and

(f) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Board.

Section 9. Treasurer. The Treasurer, if required so to do by the Board, shall give a bond for the faithful discharge of his duties in such sum, and with such sureties, as the Board shall require. The Treasurer shall:

(a) have charge and custody of, and be responsible for all funds and securities of the Association and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board;

(b) keep and maintain adequate and correct accounts of the Association's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus;

(c) render a statement of the condition of the finances of the Association at any meeting when required by the Board, and a full financial report at the Annual Meeting of the Association;

(d) exhibit at all reasonable times the books of account and records to any Director or officer during business hours at the principal office of the Association or where such books and records are kept;

(e) receive and give receipt for, monies due and payable to the Association from any source whatsoever; and

(f) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Section 10. Executive Director. The day-to-day affairs of the Association may be delegated to and conducted by an Executive Director, appointed by the Board. The Executive Director shall:

(a) serve as the Chief Executive Officer of the Association;

(b) be responsible for management and coordination of the affairs of the Association, subject to the direction of the Board and consistent with the powers and duties of the Officers as defined in these Bylaws;

(c) be provided with such staff as is necessary to conduct the affairs of the Association; and

(d) have full right of participation at meetings of the Board and of its Executive Committee but shall have no vote.

Section 11. Past President. Unless otherwise elected to the Board, the immediate past president is an ex-officio member of the Board who shall be invited to all Board of Director meetings and have full right of participation but shall have no vote.



## **Article VIII. Chapters of the Association**

Section 1. Establishment of Chapters. Chapters of the Association may be formed by one or more Active Members of the Association, upon approval by a majority vote of the Board. A Chapter may use the International Dark-Sky Association or IDA name and logos, and may represent its formal affiliation with the Association.

Section 2. Chapters must be established and maintained by Active Members of the Association. Its members must abide by the Bylaws of the Association. Chapters may assess membership dues in addition to the ordinary dues of the Association, hold local IDA Chapter meetings, have local officers and committees, and establish a local IDA Chapter office.

Section 3. Annual Reports. Each Chapter must file a Chapter Annual Report with the Secretary of the Association in a format and at such a time as the Board may from time to time prescribe. Chapters must file yearly Financial Reports with the Treasurer by January 31st of the year following the year's activities.

Section 4. Failure of a Chapter to comply with these provisions may be cause for revocation of the rights granted by the Association upon a majority vote of the Board.

## **Article IX. Corporate Acts, Loans, and Deposits**

Section 1. Corporate Acts. The President and Treasurer shall have authority to sign, execute and acknowledge on behalf of the Association, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Association's regular business, or which shall be authorized by resolution of the Board. The Secretary of the Association is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Association; provided, however, that an attestation is not required to enable a document to be an act of the Association.

Section 2. Loans. No moneys shall be borrowed on behalf of the Association and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Association, not otherwise employed, shall be deposited from time to time to the credit of the Association in such banks, investment firms, or other depositories as the Board may select.

## **Article X. Notice and Waiver of Notice**

Section 1. Date of Notice. Any written notice to a Director required or permitted under these Bylaws shall be delivered to the Director at the Director's address, facsimile, or electronic address as shown on the records of the Association. If mailed, such notice shall be deemed to be delivered upon the earliest of (a) receipt; (b) three (3) days after deposit in the United States mail so addressed, with postage thereon prepaid; or (c) on the date shown on the return receipt if sent by registered or certified mail, return receipt request and if the receipt is signed by or on

behalf of the addressee. If given by telecopy or electronic communication, such notice shall be deemed to be delivered when the telecopy or electronic communication is properly set with evidence of transmission. If any Director does not elect to receive notices required or permitted under these Bylaws by telecopy or electronic communication, such Director shall notify the Secretary in writing of his or her election not to receive such notices by telecopy or electronic communication, or both, and such Director shall receive notice in one of the other methods provided under these Bylaws. If oral notice is permitted, it shall be deemed given by telephone when spoken to the Director.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of Arizona law, as amended from time to time, or under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving and receipt of such notice.

## **Article XI. Indemnification**

Section 1. Mandatory Indemnification. The Association shall, to the fullest extent permitted or required by A.R.S. §§10-3850 to 10-3858, inclusive, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Association to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers (and the heirs, executors, and administrator of such Director or Officer) against any and all liabilities, and advance any and all reasonable expenses incurred thereby in any proceeding to which any Director or Officer is a party because such Director or Officer is a Director or Officer of the Association. The Association may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such Director or Officer may be entitled under any written agreement, Board resolution or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in A.R.S. §10-3850.

Section 2. Permissive Supplementary Benefits. If authorized by the Board, the Association may, but shall not be required to, supplement the foregoing right to indemnification against liabilities and advancement of expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Association would be obligated to indemnify or advance expenses to such Director, Officer, employee or agent under Section 1 of this Article; and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

## **Article XII. Conflict of Interest**

Section 1. Transactions Presumed Valid. No contract or other transaction between the Association and one or more of its Directors, Officers of any other corporation, firm, association or entity in which one or more of its Directors or Officers are members, directors or officers, or are financially interested, is either void or voidable because of such relationship or interest or because any Director or Officer is present at the meeting of the Board or a committee of the

Board which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if either of the following apply:

(a) The fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of those interested Directors; or

(b) The transaction or contract is fair and reasonable to the Association at the time the transaction is consummated or, if made pursuant to contract, when the Association becomes contractually obligated such that its unilateral withdrawal from the contract would entail significant loss, liability or other added damage to the Association. The fairness of the transaction or contract shall be judged according to the circumstances at the time of consummation or at the time when the Association becomes contractually obligated.

Section 2. Clear and Convincing Evidence Needed to Rebut Presumption. Any person seeking to establish that a contract or transaction described in this Section is void or voidable must prove by clear and convincing evidence that the requirements of Section 1 of this Article have not been satisfied.

Section 3. Directors Counted for Quorum. Common or interested Directors or Officers may be counted in determining the presence of a quorum at a meeting of the Board or a committee which authorizes, approves, or ratifies a contract or transaction.

Section 4. Abstention of Interested Directors. The Board may require Directors to abstain from, or to not be present during, any discussion with regard to or vote upon a contract or transaction between the Association and such Director or any relative or affiliate of such Director. For purposes of this section "affiliate" shall mean any partnership, corporation or other entity in which the Director or Director's relative has a ten percent (10%) or more interest or by which such Director is employed.

### **Article XIII. Dissolution**

In the event of dissolution of the Association, all funds and assets of the Association remaining after payment of creditors shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court or competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. No part of said funds shall inure, or be distributed to any Director or Officer. In the event of dissolution of the Association, all business, property and assets of the Association, after payment of all of the Association's debts, obligations and liabilities, if any, be distributed to such other qualified nonprofit charitable corporation or association, municipal corporation or other entities as may be selected by the Board.

#### **Article XIV. Terms of Existence**

The period of duration of this Association shall be perpetual unless the Directors elect to dissolve the Association in accordance with the Articles of Incorporation and Bylaws of the Association and Arizona law.

#### **Article XV. Signatures**

Any action requiring a signature from a Director or Officer shall be deemed effective upon receipt by the Secretary or the designated Officer if other than the Secretary, and may be delivered personally, by mail, by telegram, or by other form of written transmission (including facsimile transmission or electronic communication).

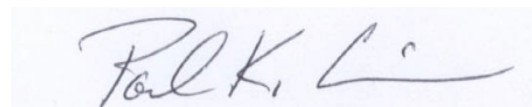
#### **Article XVI. Amendment of Articles of Incorporation and Bylaws**

The Articles of Incorporation and Bylaws of the Association may be amended by the affirmative vote of a majority of the Board at any Regular or Special Meeting where a quorum is present, provided that written notice of the proposed action together with a copy of the proposed amendments, shall be provided to the Directors ten (10) days in advance of the Regular Meeting or two (2) days in advance of a Special Meeting.

#### **Article XVII. Validity of Bylaws**

The invalidation of any section of these Bylaws, for whatever reason, shall have no effect on the balance of these Bylaws.

Certified a true and correct copy of the Bylaws adopted on the 3rd day of March 2011, by the Board of Directors of the International Dark-Sky Association.

A handwritten signature in black ink, appearing to read "Paul K. Lee", is written on a light blue rectangular background.

Secretary