

Bylaws of the International Dark-Sky Association

Article 1. Name, Location and Purposes

Section 1. The Corporation. The name of the nonprofit corporation is the International Dark-Sky Association (“IDA” or the “Association”). IDA is authorized to operate under the name DarkSky or DarkSky International. IDA is a nonprofit corporation organized exclusively for educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and organized and existing under the laws of the State of Arizona. The Association shall maintain a registered agent in the State of Arizona. The principal office and other offices of the Association shall be located in Pima County, Arizona or at such locations as designated by the Board of Directors of IDA.

Section 2. Purposes. The mission of the Association shall be to protect the night from light pollution, worldwide, through the promotion of responsible outdoor lighting that is beautiful, healthy, and functional so that the night sky, filled with stars, is celebrated and protected around the world as a shared heritage benefitting all living things. The Associations shall have all powers permitted by law, the Articles of Incorporation, and these Bylaws to implement this mission.

Article 2. Board of Directors

Section 1. Powers and Responsibilities. The governing body of the IDA shall be the Board of Directors (“Board”). The Board shall be responsible for all business and policies of IDA. The Board shall exercise all corporate authority and powers of the Association permitted by law, the Bylaws, and the Articles of Incorporation consistent with the mission of the Association.

Section 2. Number. The number of Directors shall be no fewer than five (5) nor more than fifteen (15) as determined by the Board.

Section 3. Term. Directors shall hold office for a term of three (3) years beginning with the calendar year of appointment and may serve for an unlimited number of terms, provided that a minimum of one year’s absence from the Board shall occur after any two (2) consecutive three-year (3) terms. Directors shall hold office until expiration of the third calendar year of their term and until their successors have been appointed whichever occurs last. Terms for Directors shall be staggered so that approximately one-third (1/3) of the Board are elected or appointed each calendar year.

Section 4. Selection and Appointment. Directors shall be identified, recruited, and appointed in accordance with such guidelines and other terms concerning

responsibilities and conduct as might be approved from time to time by the Board. The Governance Committee shall select nominees and ensure that they possess the expertise and experience required to adequately execute the mission of the Association as defined by the Board and forward their nominations to the Board. The Governance Committee may poll the Members or the Chapters for suggested candidates for appointment to the Board. Directors shall be appointed by a majority vote of the Board to be effective upon acceptance by the individual under the terms established by the Board.

Section 5. Compensation. Directors and Board Officers shall serve without compensation. The Board may authorize reimbursement of Directors and Board Officers for expenses reasonably incurred in the performance of their duties.

Section 6. Removal. The Board may remove a Director who has failed to meet the responsibilities of Directors under these Bylaws. An affirmative vote of at least two-thirds (2/3) of the Directors is required for removal of a Director.

Section 7. Meetings. Meetings of the Board of Directors shall be held at such dates and times as determined by the President and may be conducted in person or through electronic communications. The Board shall conduct at least four (4) meetings annually. A majority of current Board members shall be the quorum for commencing all Board meetings.

Section 8. Voting. On all motions and actions before the Board, each Director shall be entitled to one (1) vote. Unless otherwise specified by these Bylaws, a majority of the Board members present at any meeting shall be sufficient to approve any matter. At the direction of the President, between meetings the Board may resolve any matter through electronic voting by the Board members.

Article 3. Officers of the Board

Section 1. Officers. The Officers of the Association shall be a President, Vice President, Secretary, Treasurer (“Board Officers”), and the Executive Director.

Section 2. President. The President: (a) shall preside as Chair of the Board at all meetings of the Board or of the Association; (b) shall serve as the principal liaison between the Board and the Executive Director; (c) shall delegate assignments to the Executive Director, the Officers of the Association, and the Committees of the Board; (d) shall execute all legal documents as authorized by the Board.

Section 3. Vice-President. The Vice-President: (a) shall perform all the duties of the President, including acting as Chair of the Board, when the President is not present, unable, or unwilling to perform the duties of the President; (b) shall

perform such other duties as from time to time may be assigned by the Board or the President.

Section 4. Secretary. The Secretary: (a) shall ensure that the records of the Association, including but not limited to Bylaws, policies, minutes of meetings, reports, statements, and all other records and documents required by law are properly prepared, kept and filed, in electronic or written form; (b) shall perform such other duties as from time to time may be assigned by the Board or the President.

Section 5. Treasurer. The Treasurer: (a) shall have oversight responsibility for all property, funds and securities of the Association; (b) shall ensure the keeping and maintaining of adequate and correct accounts of the Association's properties and business transactions, (c) shall preside as Chair of the Finance Committee; and (d) shall execute or delegate to the Executive Director and staff execution of financial instruments on behalf of the Association as authorized by the Board; (e) shall perform such other duties as from time to time may be assigned by the Board or the President.

Section 6. Selection and Term. The President, Vice President, Secretary, and Treasurer shall be appointed annually by a majority vote of the Board. Each Board Officer shall hold office until the Officer's successor is appointed. Board Officers may serve for an unlimited number of terms, provided that a minimum of one year's absence from the Officer position shall occur after any three (3) consecutive one-year (1) terms. Any Officer may be removed by majority vote of the Board members at any meeting of the Board. Any vacancy in a Board Officer position for any reason during its term may be filled by a majority vote of the remaining Directors, with each person so elected serving until the duration of the unexpired term.

Section 7. Executive Director. The Executive Director: (a) shall serve as the Chief Executive Officer of the Association; (b) shall be responsible for the management and coordination of the affairs of the Association, subject to the direction and delegation of the Board and the President; (c) shall be responsible for the selection, retention and supervision of staff; (d) shall participate in meetings of the Board, the Association, and the Committees of the Board, except in executive sessions, and shall have no vote. The Executive Director shall be selected and appointed by the Board, shall serve under compensation and terms established by the Board, and shall be subject to removal by a majority vote of the Board.

Article 4. Committees of the Board.

Section 1. Establishment and Appointment. The Board may establish standing or ad hoc committees, with defined roles and terms, composed of Board members, Association members, staff and advisors, as necessary to fulfill the mission of the

Association. The President shall appoint the members and chairs of all committees. Committees established by the Board may transact business at a meeting, by a telephone conference call, by other electronic means or by any other method of communication in accordance with standard business practices.

Section 2. Governance Committee. The Board shall establish a Governance Committee, composed of Board members, to address issues of Bylaws and Policies, Board member recruitment and nomination, Executive Director supervision, and other issues relating the governance and administration of the Board and the Association.

Section 3. Finance Committee. The Board shall establish a Finance Committee, composed of Board members, to oversee and assist the Board, the Treasurer and the Executive Director in the financial responsibilities of the Association, including fundraising, budgeting, audits and financial policies.

Section 4. Executive Committee. The Board may establish an Executive Committee, composed of Board members, to assist and advise the President between regular Board meetings.

Article 5. Association Members and Local Support

Section 1. Members. Any individual interested in the issue of light pollution and preservation of the night sky may become a Member for any calendar year by contributing to the Association or expressing an interest in assisting the Association. Such Members may receive benefits of no commercial value from the Association as determined by the Board. Memberships shall be renewed on an annual basis.

Section 2. Polling. As determined by the Board, the Association may poll the members via mail or electronic means on any issues of interest to the membership.

Section 3. Local Member Support. The Board may assist Active Members in the formation of local groups and local activities in support of the mission of the Association and authorize the use of Association resources by such Active Members.

Section 4. Establishment of Local Chapters. The Board may adopt procedures for the formal recognition of Local Chapters of the Association and determine all issues pertaining to the Association's relationship with such Local Chapters.

Section 5. Annual Membership Meetings. An Annual Meeting of the Association Membership shall be held at such date, time, and place or via electronic means as may be determined by the Board. An Annual Meeting shall include: announcement of the appointment of Directors and Officers, reports of the affairs of the Association, an annual report of the President, and presentations and discussions of matters of interest to the Membership. Other meetings of the Association Membership may be held at such dates, times, and places or via electronic means as may be determined by the Board.

Article 6. Indemnification

Section 1. Director or Officer Duty. Each Director or Officer shall discharge his or her respective duties in compliance with applicable law and these Bylaws, including: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner such Director or Officer reasonably believes to be in the best interests of the Association. Any Director, Officer or other person who performs services for the Association and who does not receive compensation other than reimbursement of expenses shall be immune from civil liability to the extent provided by applicable law.

Section 2. Indemnity Obligation. The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any Director, Officer, or employee, or any person who may have served at its express request of the Association against liability (including but not limited to judgments, fines, amounts paid in settlement, attorneys' fees, and related expenses) incurred in the performance of such duties or service, or incurred while acting in such capacity or arising out of his or her status as such, provided that person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, and had no reasonable cause to believe that such conduct was unlawful or fraudulent. The Association shall also indemnify directors and officers as required pursuant to applicable law.

Section 3. Insurance. The Association shall maintain an insurance policy or policies to meet the obligation to indemnify under Section 2. Such policy or policies may provide coverage beyond that required under Section 2.

Article 7. Conflict of Interest and Other Policies.

Section 1. Conflict of Interest. The Board shall adopt and maintain conflict of interest policies and procedures to address conflicts of interest by the Directors, Officers and Association staff.

Section 2. Other Policies. The Board may adopt other policies and procedures to address issues of Board governance and Association management that supplement or implement these Bylaws.

Article 8. Amendments

The Articles of Incorporation and Bylaws of the Association may be amended by the affirmative vote of a majority of the Board at any meeting where a quorum is present, provided that written or electronic notice of the proposed action together with a copy of the proposed amendments, shall be provided to the Directors seven (7) days in advance of the meeting.

Article 9. Validity of Bylaws

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

Article 10. Duration and Dissolution

Section 1. Duration. The period of duration of this Association shall be perpetual unless the Directors elect by two-thirds (2/3) vote to dissolve the Association in accordance with the Articles of Incorporation and Bylaws of the Association and Arizona law.

Section 2. 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 such other qualified nonprofit charitable corporation or association, municipal corporation or other entities as may be selected by the Board.

Certified a true and correct copy of the Bylaws adopted on the 15 day of December 2022, by the Board of Directors of the International Dark-Sky Association.

Brad Schlesselman, Secretary