

CONSTITUTION
of the
VON BRAUN ASTRONOMICAL SOCIETY (of Huntsville, Inc.)

ADOPTED this 19th day of May, 2006.

ARTICLE I
NAME AND OBJECTIVES

Section 1. The name of the organization shall be the Von Braun Astronomical Society (of Huntsville, Inc.), hereinafter referred to as the Society.

Section 2. The Society, incorporated under the laws of the State of Alabama, 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.

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 this Constitution and in the By-Laws.

Section 2. The membership dues shall be as prescribed in the Bylaws.

Section 3. 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 Bylaws.

Section 4. The specific procedure to be followed in the handling of applications for membership shall be as prescribed in the Bylaws.

ARTICLE III
ORGANIZATION AND GOVERNANCE

Section 1. All corporate powers shall be exercised by or under authority of, and the business and affairs of the Society shall be managed under the direction of, a Board of Directors

Section 2. The Board of Directors shall consist of four elected officers, a President, a Vice President, a Secretary and a Treasurer, and additional directors to be selected in the manner prescribed in the Bylaws.

Section 3. The elected officers will serve terms as prescribed in the By-Laws.

Section 4. The specific procedure to be followed to elect the Board of Directors and Officers of the Society will be as prescribed in the Bylaws.

Section 5. Specific powers, duties and responsibilities of the Officers shall be specified in the Bylaws.

ARTICLE IV **MEETINGS**

Section 1. Meetings of the Board of Directors will be held as provided in the Bylaws.

Section 2. Member meetings of the Society will be held as provided in the Bylaws

Section 3. An annual meeting of the Board of Directors and the members shall be held to present an annual report to the members and to elect officers of Board of Directors for the following year, as provided in the Bylaws.

ARTICLE V **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 VI **AMENDMENTS**

Section 1. Amendments to the Certificate of Incorporation, Constitution, or Bylaws 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 regular members.

Section 2. The specific procedure to be followed on the passage of amendments to the Bylaws shall be as prescribed in the Bylaws.

Section 3. Proposed Amendments to the Certificate of Incorporation and/or the Constitution will be provided to all members in the Society's newsletter and by posting them on the Society's Web Page; or by written notice sent by U.S. Mail to each Society member. 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 the mailing of notice of the proposed Amendment(s).

Section 4. Proposed Amendments to the Certificate of Incorporation and/or the Constitution will be adopted if approved by a two-thirds vote of members present at the Members meeting held per the notice.

ARTICLE VII **DISSOLUTION**

Section 1. Procedures for the dissolution of the Society will be established in the Bylaws.

Section 2. The proceeds from the dissolution of the Society, if any, will be distributed to charitable not-for-profit organizations as provided for in the Bylaws.