

**Kalamazoo Astronomical Society
Articles of Incorporation**

Pursuant to the provision of Act No. 162, Public Acts of 1982, the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation do hereby certify:

Article 1. Name

The name of the Corporation shall be the Kalamazoo Astronomical Society.

Article 2. Purpose

The purpose of the Society is to promote the exchange of information among those with a common interest in all areas of astronomy, to educate the public about astronomical discoveries and events and to cooperate with other amateur and professional astronomical organizations. The Society is organized exclusively for purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code.

Article 3. Organization and Membership

The Society is organized on a non-stock, membership basis. The Society is to be financed through gifts, grants, and contributions of property, both real and personal, solicited from the general public, governmental units and other public charities and obtained in accordance with Section 509(a)(1) of the Code in order that the Society shall at all times be a public charity as set forth in said section or the corresponding section of any future Code.

The Society owns personal property in the form of astronomical observing equipment and related equipment having a value of approximately \$4300.

Any person, regardless of race, color, creed, religion, sex, age, handicap or national origin, expressing an interest in astronomy or a related science will be welcomed as a member of the society on payment of their required dues. A member will be considered in good standing if his/her dues are paid for the current year. Membership dues will be set by the Board of Directors.

Article 4. Registered Office / Registered Agent

The address of the registered office is: *[omitted]*. The name of the resident agent at the registered office is Michael Sinclair.

Article 5. Incorporators

The names and addresses of the incorporators are as follows:

Michael Sinclair *[omitted]*
Mark Miller *[omitted]*
William Nigg *[omitted]*
Richard Bell *[omitted]*
Michael Dupuis *[omitted]*
Jean DeMott *[omitted]*
David Garten *[omitted]*
Kirk Korista *[omitted]*

Article 6. Limited Liability

Section 6.1 To the fullest extent permitted under Section 209(c) of the Michigan Nonprofit Corporation Act (the “MNCA”), as the same presently exists or may hereafter be amended, a volunteer director and a volunteer officer of the Society shall not be personally liable to the Society or its members for monetary damages for breach of the director’s or officer’s fiduciary duty. However, this provision does not eliminate or limit the liability of a director or an officer for any of the following:

- a) a breach of the director’s or officer’s duty of loyalty to the Society or its members;
- b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c) a violation of Section 551(1) of the MNCA;
- d) a transaction from which the director or officer derived an improper personal benefit;
- e) an act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the MNCA; or
- f) an act or omission that is grossly negligent.

Section 6.2 To the fullest extent permitted under Section 209(d) of the MNCA, as the same presently exists or may hereafter be amended, the Society assumes all liability to any person other than the Society or its members for all acts or omissions of a volunteer director occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the MNCA, incurred in the good faith performance of the volunteer director’s duties as such. A claim for monetary damages for a breach of a volunteer director’s duty to any person other than the Society or its members shall not be brought or maintained against a volunteer director; but such a claim shall be brought or maintained instead against the Society, which shall be liable for the breach of the volunteer director’s duty.

Section 6.3 To the fullest extent permitted under Section 209(e) of the MCA, as the same presently exists or may hereafter be amended, the Society assumes the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the date that this Article becomes effective in accordance with the pertinent provisions of the MNCA if all of the following are met:

- a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- b) the volunteer was acting in good faith;
- c) the volunteer’s conduct did not amount to gross negligence or willful and wanton misconduct;
- d) the volunteer’s conduct was not an intentional tort; and
- e) the volunteer’s conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

Pursuant to Section 556 of the MNCA, as the same presently exists or may hereafter be amended, a claim for monetary damages for a volunteer director, volunteer officer or other volunteer’s acts or omissions shall not be brought or maintained against a volunteer director, volunteer officer or other volunteer. The claim shall be brought and maintained against the Society.

Section 6.4 The term “volunteer director” shall have the same definitions as set forth in Section 110(2) of the MNCA, as the same presently exists or may hereafter be amended. The term “volunteer officer” means

an individual, other than a volunteer director, who has been elected or appointed as an officer of the Society (e.g., President, Vice President, Secretary, Treasurer, Assistant Secretary and Assistant treasurer) and who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

Section 6.5 Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director or officer of the Society existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, then the liability of a volunteer director, volunteer officer and other volunteer shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

Article 7. Indemnification of Officers, Directors, Employees and Agents

Section 7.1 Indemnification of Directors and Officers: Claims By Third Parties. The Society may, in the complete discretion of the Board of Directors, indemnify in full or in part, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Society or is or was serving at the request of the Society as a trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Society and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 7.2 Actions by or in Right of the Society. The Society may, in the complete discretion of the Board of Directors, indemnify in full or in part, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Society or is or was serving at the request of the Society as a trustee, director, officer, employee, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society.

Section 7.3 Expenses. To the extent that a Director, Officer, employee or agent of the Society has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2 of this Article or in defense of any claim, issue or matter therein, the Society may, in the complete discretion of the Board of Directors, indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.4 Determination of Indemnification. As a condition precedent to any indemnification under Sections 7.1 and 7.2 of this Article the Board of Directors shall first make a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 7.1 and 7.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a

quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. If a determination is made that the person seeking indemnification has met the applicable standard of conduct described in Sections 7.1 and 7.2, then the Board of Directors shall decide the amount the Society shall pay for indemnification. If the Society's Board of Directors determine that a person seeking indemnification shall be indemnified under Section 7.1 or 7.2 for a portion of his or her expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof the Society shall indemnify such person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Board of Directors has determined the person is entitled to be indemnified and the Society shall not be liable for any additional amounts.

The Society is not obligated to indemnify such person unless the Board, in its complete discretion, determines that indemnification should be made in the particular case and determines the amount to be paid to such person for indemnification.

Section 7.5 Repayment of Expenses. Expenses incurred in defending a civil or criminal action, Suit or proceeding described in Sections 7.1 and 7.2 of this Article may, in the complete discretion of the Board of Directors, be paid by the Society in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Society.

Section 7.6 Insurance. The Society shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Society or is or was serving at the request of the Society as a trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her or the Society and incurred by him or her or the Society in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify him or her against such liability under the provisions of this Article or Michigan law.

Article 8. Limitations on Activities

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Society, including all activities incident to its purpose, shall at all times be conducted so as to be an organization described in section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code, or (c) by a nonprofit corporation organized under the laws of the state of Michigan pursuant to the provisions of Act 162, Public Acts of 1982, as amended.

Article 9. Amendment of Articles

A proposed amendment to the Articles of Incorporation may be brought to the attention of the Society through the Board or by a petition of one-third of the membership. Notice of any proposed amendment must

be given at a membership meeting of the Society, and through a letter to each member, stating the exact words of the amendment and clearly explaining the effects of the amendment, and giving the time and place of the member meeting at which the proposed amendment will be considered. This notice shall be sent at least twenty (20) days before the date of the meeting to the last known address of each member. An amendment will become valid if approved by a two-thirds or greater majority vote of the members present.

Article 10. Dissolution

Upon the dissolution of the Society, assets, after paying or making provision for the payment of all liabilities of the Society, shall be distributed to non-profit organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 of Competent Jurisdiction of the county in which the principal office of the Society 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.

Signed by the incorporators, this 15th day of February, 1999.

Michael Sinclair
Mark Miller
William Nigg
Richard Bell
Michael Dupuis
Jean DeMott
David Garten
Kirk Korista