

THE GUNNISON VALLEY OBSERVATORY, INC  
BYLAWS

ARTICLE I

Corporate Offices

The principal and registered office of the Corporation shall be established from time to time by the Board of Directors.

Name of the Corporation and Adoption of Bylaws

The name of the Corporation shall be The Gunnison Valley Observatory, Inc., replacing the previous name: The Science and Technology Center at Gunnison, Inc. These bylaws replace the Corporation's previous bylaws in their entirety.

ARTICLE II

Mission

- 1) To purchase, install, and/or operate publicly or privately owned telescopes and related facilities and equipment. and to enter into agreements to do the same, including governmental entities.
- 2) To provide opportunities for scientists to share their knowledge and excitement of astronomy and science with scientists, educators, students, and the general public. The Observatory's programs shall include outreach.
- 3) To perform or host basic research in astronomy.
- 4) To significantly improve the effectiveness of teaching astronomy to K-12 and college level students and to seek to increase and include participation of those students that are traditionally underserved.
- 5) To establish a new form of science-oriented recreation on the Western Slope of Colorado, appealing to both the resident and tourist community.
- 6) To support the amateur astronomy community.

ARTICLE III

Memberships

The Corporation may be comprised of non-voting members. Classes of memberships, annual dues, and membership benefits will be determined by the Board of Directors.

ARTICLE IV

Board of Directors

- 1) General Powers. The Board of Directors shall exercise all powers as to the management, business, and affairs of the Corporation.
- 2) Number, Appointment, and Qualifications. The Board of Directors shall consist of up to eleven directors appointed in the manner described herein.

The following entities, which have an interest in the purposes and goals of the Corporation, shall each have the right, but not the obligation, to appoint one member to the Board of Directors:

Board of County Commissioners of Gunnison County;  
City Council of the City of Gunnison;  
Western State Colorado University;  
Gunnison Watershed School District RE1J

In addition to the members of the Board of Directors appointed by the above-described entities, there shall be seven At Large members of the Board of Directors. These At Large members shall be appointed by the board. At least two of the At Large members of the Board of Directors shall be persons who, by reason of education, training, or experience, are amateur astronomers or operators of astronomical observatories.

- 3) Term of Office. Directors shall serve for a term of three years from the date of appointment or until his/her earlier death or resignation.
- 4) Board of Directors Meeting. The Board of Directors shall meet as the Board determines, but no less than bi-monthly throughout the operating year of the Corporation. A special Board of Directors meeting may be called by any three directors.
  - a. Notice of Meetings. Notice of regular and special meetings must be provided by mail, e-mail, or verbally, to be received by the directors at least two days prior to the meeting. A director may waive in writing notice of any meeting. Attendance of a director shall constitute waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.
  - b. Quorum. Presence of a majority of the currently-appointed directors shall constitute a quorum at all meetings of the Board of Directors for the transaction of business at any meeting. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum at any such meeting, the directors present may adjourn the meeting from time to time without further notice, other than an announcement at such meeting, until a quorum shall be present.
  - c. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a consent in writing or e-mail, setting forth the actions so taken shall be signed, or stated in their e-mail, by all the directors entitled to vote thereon with respect to the subject matter and filed with the Secretary of the Corporation.
  - d. Meetings by Telephone. The Board of Directors may hold or participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment that allows all directors so

participating in the meeting to hear each other simultaneously. Such participation shall constitute the presence of the director at the meeting.

- e. Annual Meeting. An official, declared annual meeting of the Board of Directors shall take place no later than January 31<sup>st</sup> of each calendar year. This meeting shall relate to Board appointments, election of officers, review of previous year's financials and approval of the current year budget.
- 5) Vacancy. Should a vacancy occur with respect to a member of the Board of Directors appointed by the entities identified in paragraph 2 of this Article IV, the entity which appointed the member may appoint a person to fill the vacancy. Vacancies of the At Large members shall be filled by the remaining members of the Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office.
- 6) Resignation. A director may resign at any time by giving written notice to the Board of Directors. Such resignation shall be effective upon the date of receipt of such notice or at any later time specified in the notice. An acceptance of such resignation shall not be required to make it effective, unless the resignation notice requires such acceptance to be effective.
- 7) Removal of Board Member. Any board member may be removed for cause at any time by a majority vote of the board at a regular meeting or a special meeting called for such purpose. A board member to be removed for cause shall be notified of the date, time, and place of said meeting, the grounds for removal and shall be allowed to present in person or by counsel and to present such evidence on his/her behalf as desired. Any board member who misses three regular board meetings without being excused by the whole of the board shall automatically be removed from office.
- 8) Compensation. The Corporation is organized as a non-profit corporation pursuant to provisions of Section 501 (c) (3) of the United States Internal Revenue Code. The Corporation is not formed for any pecuniary or financial gain and no part of its assets, income or profit of the Corporation shall be distributed to, or inure to the benefit of the directors and officers of the Corporation except to the extent permitted by the non-profit corporation laws of the State of Colorado and the United States Internal Revenue Service. The Board of Directors shall serve without compensation.

## ARTICLE V Advisory Board

- 1) General Powers. The Advisory Board is created to advise the Board of Directors on issues of mutual interest including but not limited to: Finance, Tourism, Education, and organizational operation.
- 2) Number, Appointment, and Qualifications. The Board of Directors may appoint as many advisory board members as may be in the best interest of GVO.
- 3) Term of Office. Advisory Board Members serve at the pleasure of the Board.

ARTICLE VI  
Political Activities

The Corporation shall not devote any of its activities to conducting propaganda or other attempt to influence legislation unless the proposal directly affects the well-being of the Corporation (such as a revenue issue). The Corporation shall not intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distributing of statements of any type.

ARTICLE VII  
Committees

1) Executive Committee. The Executive Committee shall be comprised of the elected officers of the Board of Directors.

a. Membership. The Board of Directors shall have the power to increase or decrease the number of directors on the Executive Committee, to fill vacancies occurring on the Committee created by an increase in its size or otherwise, to change any member of the Committee and to change the functions or terminate the existence of the Committee. During the intervals between meetings of the Board of Directors, subject to any limitations required by law or by resolution of the Board of Directors. the Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation.

b. Procedure. The President of the Board of Directors shall serve as the Chairperson of the Executive Committee. In the absence from any meeting of such Chairperson, the members present shall elect a chairperson of the meeting. The Executive Committee shall keep minutes of its acts and proceedings. Meetings of the Executive Committee shall be held at times and places as the Committee directs. A majority of the Executive Committee shall constitute a quorum for the transaction of business and the act of the majority of the members present at such meeting shall be the official act of the Executive Committee. Unless otherwise provided by the Executive Committee, its meeting shall be held on the call of the Chairperson of the Executive Committee or on the call of any two members of the Committee.

2) Other Committees. The Board of Directors may adopt a resolution designating other committees of the Board of Directors with the duties and responsibilities delegated to the committees by the Board of Directors.

ARTICLE VIII  
Officers

1) Officers of the Corporation. The officers shall be President, Vice-

President, Secretary and Treasurer together with such other officers and assistant officers as the Board of Directors may choose to elect and shall be elected from within the Board of Directors at the Corporation's annual meeting. Any two or more offices may be held by the same person at the same time, except the offices of both President and Secretary, which must be held by separate individuals.

2) Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors. The officers of the Corporation shall hold office until their successors are elected, and shall serve for one (1) year, and may be re-elected.

3) Vacancy. A vacancy in any office because of the death, resignation, removal or otherwise may be filled by the Board of Directors.

4) Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer shall not, of itself, create any contractual rights.

5) Duties and Powers of the President. The President shall have such powers and duties as may be vested in him/her by the Board of Directors as well as the power to execute any instruments which the Board of Directors has authorized to be executed including contracts or other instruments except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer of the Corporation or shall be required by law to be otherwise signed or executed. The President shall be responsible for conducting Board of Director's meetings.

6) Duties and Powers of the Vice-President. The Vice-President shall perform such duties and possess such powers as from time to time may be assigned to him/her by the Board of Directors. The Vice-President shall act for and fulfill the responsibilities of the President when the President is unable to preside by absence, conflict of interest, or incapacitation.

7) Duties and Powers of the Secretary. The Secretary shall keep, or cause to be kept, accurate minutes of the meetings of the Board of Directors and shall be responsible to give notice of all meetings of the Board of Directors. The Secretary shall be the custodian of the records and of the seal of the Corporation and shall attest and affix the seal of the Corporation when so authorized. The Secretary shall perform all other duties commonly incident to the office as may from time to time be assigned by the Board of Directors. The Board of Directors may designate and appoint one or more assistant secretaries with the same powers and duties.

8) Duties and Powers of the Treasurer. The Treasurer shall have charge and custody of and be responsible for all monies, funds and deposits of the Corporation. The Treasurer shall collect all monies due and receive all deposits made with the Corporation and shall hold, pay out and deliver the same in accordance with the instructions prescribed by the Board of Directors. The Treasurer shall keep accurate books of account of the

Corporation's transactions and shall render financial reports and statements of condition of the Corporation when so requested by the Board of Directors or Executive Committee. The Board of Directors may designate and appoint one or more assistant treasurers with the same powers and duties.

ARTICLE IX  
Execution of instruments

1) Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be executed or issued in the name of the Corporation unless authorized by the Board of Directors.

2) Checks. All checks, drafts or other orders for the payment of money shall be issued in the name of the Corporation and shall be signed by both the Treasurer and one other corporate officer or person designated by the Board of Directors, provided that authorization for the expenditure has been made by the Board of Directors or Executive Committee.

3) Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in a local bank in Gunnison, Colorado. The standard form of corporate resolution so stating is hereby authorized for signature by corporate officers

ARTICLE X  
Disposition of Assets in the Event of Dissolution

1) In the event that the Corporation is dissolved, the assets of the Corporation shall be donated to a governmental entity or a non-profit entity classified as a 501 (c)(3) organization by the United States Internal Revenue Service.  
(2009 Revision by Board)

ARTICLE XI  
Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end of December 31 each year.

ARTICLE XII  
Seal

The Corporation will have a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, and the word "Seal".

ARTICLE XIII  
Waiver of Notice

Whenever notice is required to be given to any member or director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the statutes of the State of Colorado, a waiver thereof in writing or e-mail, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV  
Indemnification of Directors and Officers

The Corporation shall have the power and shall indemnify current or former directors, officers, employees and agents to the fullest extent provided in its Articles of Incorporation and by the Colorado Revised Nonprofit Corporation Act, and as such statute may be subsequently amended or revised. To the extent permitted by Colorado law, the Corporation may purchase and maintain indemnification insurance on behalf of any person who is or was a director, officer, employee. or agent of the Corporation.

ARTICLE XV  
Amendments

These Bylaws may be altered, amended or repealed, and new Bylaws adopted by the Board of Directors at any meeting of the Directors.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2014

\_\_\_\_\_ President

\_\_\_\_\_ Secretary