

*Articles of Incorporation*  
*of*  
**Westminster Astronomical Society, Inc.**

Pursuant to the Maryland General Corporation Law, the undersigned, acting as Incorporator of a non-profit, non-stock corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

**Article I**  
**Name**

The name of the Corporation is **Westminster Astronomical Society, Inc.**

**Article II**  
**Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Maryland Department Of Assessments And Taxation.

**Article III**  
**Stock**

The Corporation shall have no capital stock and has no authority to issue capital stock.

**Article IV**  
**Resident Agent And Office**

The address of the initial Registered Office of the Corporation is 108 Brookview Court, Westminster, MD 21157, and the name of its initial Resident Agent at such address is Terry A. Berger.

**Article V**  
**Principal Office**

The address of the principal office of the Corporation is 2434 Burton Drive, New Windsor, MD 21776.

**Article VI**  
**Incorporator**

The name of the Incorporator is: Terry A. Berger, Attorney at Law, 9141 Reisterstown Road, Suite 500, Owings Mills, MD 21157

**Article VII**  
**Purpose And Power**

Said corporation is organized exclusively for non-profit charitable, religious, educational, and scientific purposes, as defined under section 501(c)(3) of the Internal Revenue Code, or any corresponding provisions of any future law or regulations thereunder, to undertake projects, programs and activities and all acts necessary and desirable to carry on the purposes for which the Corporation is organized, not inconsistent with section 501(c)(3) of the Internal Revenue Code and applicable state law, 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, or the corresponding section of any future tax code.

**Article VIII**  
**Committees**

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least two Directors, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

**Article IX**  
**Tax Exempt**

The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from United States income tax under § 501 (c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under § 170 (c)(2) of the Code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election under § 501 (h) of the Code.

The Corporation 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 Corporation is not organized for pecuniary profit. The Corporation shall have no power to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation 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 3 hereof.

Notwithstanding anything to the contrary in these Articles, if the Corporation determines that it will not be treated as a corporation exempt from federal income tax under § 501(c)(3) of the Code, all references herein to § 501(c)(3) of the Code shall be deemed to refer to § 501(c)(6) of the Code and

Article 5(a)(ii), (b), (c) and (e) shall be deemed not to be a part of these Articles.

In no event shall the Corporation be controlled directly or indirectly by one or more "disqualified persons" (as defined in § 4946 of the Code) other than foundation managers and other than one or more organizations described in paragraph (1) or (2) of § 509 (a) of the Code.

### **Article X Dissolution**

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed for one or more of the exempt purposes set forth in Article VII hereof or to such organization(s) which are organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization under section 501(c)(3) if the Internal Revenue Code, provided that the corporation, before such distribution(s) shall first pay all of the liabilities of the Corporation as required by applicable law. Any 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 Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes, unless no such corporation exists, and in such case any assets not disposed of shall be distributed to a § 501(c)(3) corporation chosen by such court.

### **Article XI Board of Directors**

The number of individuals constituting the initial Board of Directors of the Corporation is three and the names and addresses of the persons who will serve as Directors until their successors are named (as specified in the Bylaws) are:

1. Curtis Roelle
2. Paul Henze,
3. Brian Eney

The number of directors shall not be more than nine (9) and a change to the number of directors shall only be made by an amendment to the By Laws. The Board of Directors elected and serving from time to time shall perpetuate itself in accordance with the Bylaws of the Corporation.

### **Article XII Limitation on Liability**

To the maximum extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, as from time to time amended, no director or officer of the Corporation shall have any liability to the Corporation or its members for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or

repeal of this ARTICLE TWELVE, or the adoption of any provision of the Corporation's Charter inconsistent with this ARTICLE TWELVE, shall apply to or affect in any respect the liability of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

**Article XIII**  
**Indemnification**

To the maximum extent permitted by the Maryland General Corporation Law, as from time to time amended, the Corporation shall (i) indemnify its currently acting, and its former, directors and officers against any and all liabilities and expenses included in connection with their services in such capacities, and shall indemnify its employees, agents and persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. In addition, the Corporation may, by Bylaw resolution or agreement, make further provision for indemnification of directors, officers, employees, and agents. No amendment or repeal of this ARTICLE THIRTEEN, or the adoption of any provision of the Corporation's Charter inconsistent with this ARTICLE THIRTEEN, shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

**Article XIV**  
**Amendments**

The Corporation reserves the right to make, from time to time, by the vote or written assent of a majority of its directors, any amendments to these Articles which may now or hereafter be authorized by law.

**IN WITNESS WHEREOF**, I have signed these Articles of Incorporation this 26<sup>th</sup> day of JUNE 2003, and I acknowledge the same to be my act.

**SIGNATURE:**

**RETURN TO:**

Terry A. Berger  
9141 Reisterstown Rd, Suite 500  
Owings Mills, MD 21117  
(443) 865-6900

-----  
Terry A. Berger  
Incorporator

I hereby consent to my designation in this document and acknowledge the same to be my act as resident agent for this corporation.

\_\_\_\_\_  
**Signature of Resident Agent listed in Article IV:**

*Bylaws*  
*of*  
**Westminster Astronomical Society, Inc.**

**Article I**  
**Name and Purpose**

The name and purposes of the Corporation are set forth in the Articles of Incorporation. The corporation is organized exclusively for non-profit charitable, religious, educational, and scientific purposes, as defined under section 501(c)(3) of the Internal Revenue Code, or any corresponding provisions of any future law or regulations thereunder, to undertake projects, programs and activities and all acts necessary and desirable to carry on the purposes for which the Corporation is organized, not inconsistent with section 501(c)(3) of the Internal Revenue Code and applicable state law, 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, or the corresponding section of any future tax code.

**Article II**  
**Offices**

The principal office of the Corporation shall be located at: P.O. Box 1231, Westminster, MD 21158. The Corporation may have such other offices, either within or without such State, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Maryland General Corporation Law to be maintained in the State of Maryland may be, but need not be, identical with the principal office in the State of Maryland, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with the Maryland General Corporation Law.

**Article III**  
**Board of Directors**

**Section A. General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors, subject to limitations of the Articles Of Incorporation, Maryland General Corporation Law and section 501(c)(3) and other applicable provisions of the Internal Revenue Code. The Board of Directors may authorize any Officer or Officers, agent or agents: to make agreements, incur liabilities, and to enter into any contract; to execute and deliver any instrument in the name of and on behalf of the Corporation; to solicit and accept, acquire by gift, donation, devise, grant, purchase, loan or otherwise, property; to make contributions, loans, or grants which are consistent with the purposes of the Corporation; and to do all things necessary

and desirable to carry on and accomplish the purposes for which the Corporation is organized as the Directors of the Corporation from time to time deem appropriate. All such authority may be general or confined to specific instances as determined by the Board of Directors.

Section B. Number, Tenure, and Qualifications. The Board of Directors of the Corporation shall consist of a minimum of three and a maximum of nine members. The number of Directors may be fixed or changed from time to time, within that minimum and maximum, by Board of Directors, in accordance with the provisions of this paragraph. At the first annual meeting of and at each annual meeting thereafter the Directors shall appoint Directors to hold office for the term for which appointed, and until the successors of such Director shall have been chosen and qualified. Directors must be of legal age.

Section C. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw at the place selected by the majority of Directors as, for the election or appointment of Officers and for the transaction of any other business. The Board of Directors may provide, by resolution, the time, and place, either within or without the State of Maryland, for the holding of additional regular meetings without other notice than such resolution.

Section D. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Maryland, as the place for holding any special meeting of the Board of Directors called by such person or persons.

Section E. Notice. Notice shall be given for any regular or special meeting of the Board of Directors to each Director stating the date, time and place of the meeting. Such notice shall be given at least two days prior thereto in writing, unless oral notice is reasonable under the circumstances. If mailed, such notice shall be deemed to be delivered on the earlier of two days after deposit in the United States mail addressed to the Director's address as shown on the Corporation's records with postage thereon prepaid or upon receipt. The attendance of a Director at a 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 F. Conduct of Meeting. All Directors, to the extent possible, shall personally attend regular and special meetings of the Board of Directors. However, any Director may participate in any regular or special meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed present in person at the meeting. The Directors may adopt such rules and regulations for the conduct of their

meetings and the management of the Corporation, as they may deem proper, consistent with law or these Bylaws.

Section G. Quorum. A majority of the number of the duly elected and qualified Directors shall constitute a quorum for the transaction of business; provided, that if less than a majority of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section H. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section I. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

Section J. Resignation of Director. Any Director may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section K. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent of such Director shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section L. Action Without a Meeting. Unless prohibited by the Maryland General Corporation Law any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors or of a committee of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or all of the members of the committee of Directors, as the case may be, entitled to vote with respect to the subject matter thereof.

## **Article IV** **Committees**

Section A. Executive Committee. The Board of Directors by resolution adopted by a majority of the full board, may designate three or more of its members to constitute an Executive Committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Executive Committee, when the Board of Directors is not in

session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles Of Incorporation, adopting a plan of merger or consolidation, recommending the sale, lease or other disposition of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, recommending a voluntary dissolution of the Corporation or a revocation thereof, or amending the Bylaws of the Corporation.

Section B. Other Committees. The Board of Directors by resolution adopted by a majority of the full board, may designate one or more of its members to constitute such other Committee as it desires. Each committee shall exercise such powers as may be specifically delegated to it by the Board and act upon such matters as may be referred to it from time to time for study and recommendation by the Board or the President.

Section C. Tenure and Qualifications. Each member of each Committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and until his or her successor is designated as a member of such Committee and is elected and qualified.

Section D. Meetings. Regular meetings of each Committee may be held without notice at such times and places as each Committee may fix from time to time by resolution. Special meetings of each Committee may be called by any member thereof upon not less than two days notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of each Committee at his or her address designated to the Corporation. Any member of a Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of a Committee need not state the business proposed to be transacted at the meeting.

Section E. Quorum. A majority of the members of a Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of a Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section F. Action Without a Meeting. Any action that may be taken by a Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the members of such Committee.

Section G. Vacancies. Any vacancy in a Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section H. Resignations and Removal. Any member of a Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of a Committee may resign from such Committee at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section I. Procedure. Each Committee shall elect a presiding officer from its members and may fix its own rules or procedures that shall not be inconsistent with these Bylaws.

## **Article V** **Officers**

Section A. Number. The Officers of the Corporation shall consist of a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, and such assistant Officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section B. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an Officer or agent shall not of itself create contract rights.

Section C. Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section D. Resignation. Any Officer or agent may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section E. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section F. The President. The President shall be the principal executive officer of the Corporation and, subject to the general powers of the Board of Directors, shall in general supervise, and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors and shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Bylaws or by the Board of Directors from time to time.

Section G. The Vice-President(s). The Vice-President (or in the event there be more than one Vice-President, the Vice-President in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President in the event of the President's absence, death, inability, or refusal to act. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President; and in addition thereto, shall perform such other duties as may be assigned by the President or by the Board of Directors, or as may be prescribed by the Bylaws.

Section H. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each Director which shall be furnished to the Secretary (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section I. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section J. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any Officer, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which appointed to be assistant, or as to which appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

**Article VI**  
**Indemnification of Officers**

This Corporation shall indemnify an Officer of this Corporation, and each Officer of this Corporation who is serving or who has served, at the request of this Corporation, as an officer, director, partner, trustee, employee or agent of another Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer or person relating to his or her conduct as an Officer of this Corporation or as an officer, director, partner, trustee, employee or agent of another Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Maryland General Corporation Law, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer shall be adjudged liable to the Corporation.

Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Officer is proper in the circumstances because the Officer had met the applicable standard of conduct set forth in this Article above. Such determination shall be made: (a) 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 (b) by special legal counsel, selected by the Board of Directors by vote as set forth in (a) above, or, if the requisite quorum of the full Board cannot be obtained therefore, by a majority vote of the full Board, in which selection Directors who are parties may participate.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article VII**  
**Written Instruments, Loans and Deposits**

Section A. Written Instruments. Subject always to the specific directions of the Board of Directors, all deeds and mortgages made by the Corporation to which the Corporation shall be a party shall be executed in its

name by the President and attested by any Officer. All other written contracts and agreements to which the Corporation shall be a party shall be executed in its name by any Officer.

Section B. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section C. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Article VIII**  
**Fiscal Year**

The fiscal year of the Corporation shall end on the last day of December in each year.

**Article IX**  
**Amendments**

These Bylaws may be altered, amended or repealed by a majority vote of the Directors at any regular or special meeting; provided, however, that the power of the Board of Directors to alter, amend or repeal may be expressly limited in the Articles Of Incorporation.

The foregoing are the Bylaws of Westminster Astronomical Society, Inc., duly adopted by the Board of Directors of said Corporation on this \_\_\_\_\_ day of \_\_\_\_\_, 2003.

Westminster Astronomy Society, Inc.

By \_\_\_\_\_  
Laura Block, Secretary

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