

RESTATED BYLAWS
OF
THE ASTRONOMICAL SOCIETY OF THE PACIFIC,
a California Nonprofit Public Benefit Corporation

ARTICLE I

OFFICES

Section 1.1 Principal Office. This corporation's principal office shall be fixed and located at 390 Ashton Ave, San Francisco, California 94112. The board of directors of this corporation (the "Board"; each member of the Board, a "Director") may change the location of the principal office. Any such change of location shall be noted by the Secretary on these Bylaws opposite this Section or recorded in an amendment to this Section.

Section 1.2 Other Offices. The Board may establish branch or subordinate offices at any place or places where this corporation is qualified under the law to conduct its activities.

ARTICLE II

PURPOSES

Section 2.1 Purposes. The purposes of this corporation are charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision(s) of any future United States internal revenue law) and Section 23701d of the California Revenue and Taxation Code (or any corresponding provision(s) of any future California internal revenue law). In the context of these general purposes, this corporation's objective shall be to promote research and education in, and public appreciation and knowledge of, astronomy and related fields of science.

Examples of such activities, consistent with the general purpose of this corporation, include, but are not limited to:

- Scientific and educational meetings. Scientific and educational meetings of this corporation may be a major activity of this corporation and may be held at any location determined by the Board of Directors. These meetings may consist of:
 - activities that provide for effective exchanges of plans, information, analysis, results, ideas, and other activities among its scientific and amateur members;
 - activities that provide for effective exchange of ideas among educators as well as the education of the general public; and
 - activities that are designed to increase the public’s awareness and appreciation of astronomy.
- Scientific and educational publications. Papers, manuscripts, conference proceedings, and reports of other similar activities may be published by this corporation. These publications shall be subject to the approval of an appropriate committee or a committee designee, as determined by the Board of Directors.
- Sale of scientific and educational items and materials. With the approval of the Board of Directors, this corporation may engage in the sale of scientific and educational items and related materials. This corporation may license such activities to other organizations that may act on behalf of this corporation.
- Sponsorship of lectures. This corporation may sponsor lectures, seminars, and other related activities on subjects consistent with, or appropriate to, its objectives.
- Educational Programs
- Granting awards to recognize individuals and groups that advance the mission of ASP.

ARTICLE III

MEMBERSHIP

Section 3.1 No Voting Members. This corporation shall have no “members” within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action which would require approval by a majority of all members or require approval by the members of a membership corporation shall require only approval of the Board, unless there is a specific provision in the California Nonprofit Public Benefit Corporation Law requiring otherwise for a corporation which has no members. All rights that would otherwise vest in the members shall vest in the Directors.

Section 3.2 Nonvoting “Members”. The Board may, in its discretion, admit individuals to one or more classes of nonvoting members and refer to such individuals as “members”, but no such reference shall constitute anyone as a member

within the meaning of Section 5056 of the California Nonprofit Corporation Law. Such class or classes of nonvoting members shall have such rights and obligations as the Board deems appropriate.

ARTICLE IV

DIRECTORS

Section 4.1 Powers of Directors. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation of this corporation (the “Articles”) and these Bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of this corporation to any person or persons, management company or committees, however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the power to do the following:

(a) Select and remove, at the pleasure of the Board, all officers, agents and employees of this corporation; prescribe powers and duties for them as may not be inconsistent with the law, the Articles or these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Change the principal office or the principal business office of this corporation in California from one location to another; cause this corporation to be qualified to conduct its activities in any other state, territory, dependency or country; and conduct its activities in or outside California;

(c) Conduct, manage and control the affairs and activities of this corporation and make such rules and regulations for these purposes, not inconsistent with law, the Articles or these Bylaws, as the Board deems appropriate;

(d) Borrow money and incur indebtedness on this corporation’s behalf, and cause to be executed and delivered for this corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities; and

(e) Adopt and use a corporate seal, and alter the form of such seal from time to time as the Board deems appropriate.

Section 4.2 Standard of Care. A Director shall perform the duties of a Director, including duties as a member of any Board committee, in good faith, in a manner that the Director believes to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of this corporation whom the Director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the Director believes to be within that person's professional or expert competence; or

(c) A committee upon which the Director does not serve that is composed exclusively of any or any combination of Directors and persons described in subsection (a) and (b) of this Section 4.2 as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.

Section 4.3 Number of Directors. The authorized number of Directors shall consist of at least 10 but no more than 16 Directors, until changed by amendment to these Bylaws. The exact number of authorized Directors shall be fixed, within those limits, by a resolution adopted by the Board.

Section 4.4 Selection and Term of Office. Directors shall be elected at an annual meeting of the Board. Each Director shall serve for a term of approximately three years and shall continue to serve until a successor Director has been elected and qualified, unless the Director has resigned or been removed from office. Directors shall be divided into three groups for purposes of staggering the Directors' terms with the goal of having the terms of approximately one-third of the number of Directors shall expire each year. Notwithstanding anything herein to the contrary, for purposes of initiating the staggered terms, Directors elected at the next two annual meetings shall serve for a term of one, two, three, or four years. No Director may serve more than two consecutive terms; provided, however, that an unexpired term of less than half of a full term shall not count as a term for the purpose of this limitation.

a) Nominations: The nominating committee solicits nominations, evaluates potential Board members, and recommends candidates for approval of the

full Board. It also tracks Board Class membership and terms of office in compliance with ASP's bylaws.

Specifically, the committee –

- Maintains the ASP Board Membership list showing Board members classes and terms.
- Maintains a profile showing the skills needed on the ASP Board and the corresponding skills of current Board members
- Annually creates a skill needs/priorities list to aid in the selection of new Board members
- Annually solicits Board member nominations from ASP members and Board members. Any individual may nominate a candidate for a Director position for the Board's consideration, provided that each individual may only nominate two candidates per election.
- As needed, the committee may pro-actively seek additional candidates.
- Prior to the annual Board meeting, it evaluates Board candidates and recommends a slate for the approval by the full Board.

In an effort to ensure ongoing Board vitality, the Board will seek to always have at least two Board members who, when elected, had not previously associated with more than one current Board member.

The nominating committee chair is a current ASP Board member or officer. It is composed of at least four Board members approved by the full Board. Previous board members may also serve on the committee. Committee members serve three year terms which may be renewed. There are no term limits.

Section 4.5 Qualifications of Board Members. Any person 18 years of age or older whose interests align with the purposes of this corporation, other than a salaried employee of this corporation, may be elected to serve as a Director.

Section 4.6 Restriction on Interested Directors. Not more than 32 percent of the persons serving on the Board at any one time may be interested persons as that term is defined below. An "interested person" is (a) any person currently being compensated by this corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director for services he or she provided in his or her capacity as a Director; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to this corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-

in-law, daughter-in-law, mother-in-law or father-in-law of any person described in clauses (a) or (b). Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by this corporation.

Section 4.7 Vacancies, Resignations, and Removal.

(a) A vacancy or vacancies in the Board shall be deemed to exist in case of (i) the death, resignation or removal of any Director; (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or been convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law; (iii) the increase of the authorized number of Directors; or (iv) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

(b) Except as provided herein, any Director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time at which it will become effective. If the resignation is to become effective at a later time, the Board may elect a successor Director before such time, to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if, by doing so, this corporation would be left without a duly elected Director or Directors.

(c) Any Director may be removed, with or without cause, by the vote of 2/3 of the number of Directors then in office at a special meeting called for that purpose, provided that notice of that meeting and of the removal questions are given as provided in Section 5.4, or at a regular meeting. Any vacancy caused by the removal of a Director shall be filled as provided in Section 4.7(d). Any Director who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless (i) the Director requests a leave of absence for a limited period of time, and the leave is approved by the Board at a regular or special meeting (if such leave is granted, the number of Directors will be reduced by one in determining whether a quorum is or is not present); or (ii) the Director suffers from an illness, disability or special circumstance that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure set forth in this subsection. Any Director who has been automatically removed from the Board pursuant to the procedure set forth in the preceding sentence may only be reinstated as a Director by resolution of the majority of Directors then in office.

(d) Vacancies in the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office at a duly held meeting, or (iii) a sole remaining Director if only one Director remains. Each Director so selected shall hold office until the expiration of the term of the Director whom he or she replaced and shall continue to serve until a successor has been elected and qualified.

(e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.8 Rights of Inspection. Each Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind of this corporation and to inspect the physical properties of this corporation. This right of inspection shall include the right to copy and make extracts of the books, records and documents of every kind. The inspection may be made by the Director in person or by the Director's agent or attorney.

Section 4.9 Fees and Compensation. Directors may receive such compensation, if any, for their services as Directors, officers or members of Board committees, and such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to this corporation at the time that the resolution is adopted.

Section 4.10 Approval of Executive Compensation. The Board (or authorized Board committee) shall review and approve the compensation, including benefits, of the Executive Director to assure that such compensation is just and reasonable and given in return for services actually rendered to this corporation. This review and approval shall occur upon the hiring of the officer, whenever the officer's term of employment (if any) is renewed or extended, and whenever the officer's compensation is modified (unless the modification extends to substantially all employees).

ARTICLE V

MEETINGS OF THE BOARD

Section 5.1 Place of Meeting. Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this corporation.

Section 5.2 Annual Board Meetings. The Board shall hold an annual meeting for the purposes of organization, the selection of Directors (when required by these Bylaws) and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed from time to time by the Board.

Section 5.3 Regular Meetings. Regular meetings, in addition to the annual meeting, of the Board may be held on such dates and at such times as may be fixed from time to time by the Board. Notice of a regular meeting shall be given to each Director not less than two weeks prior to the meeting in a manner otherwise consistent with the notice described in Section 5.4 of these Bylaws.

Section 5.4 Special Meetings.

(a) Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Vice President or President-elect, the Secretary, or any two Directors.

(b) Notice of the date, time and place of special meetings shall be given to each Director by (i) personal delivery of oral or written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (iv) facsimile; (v) electronic mail; or (vi) other electronic means. Any such notice shall be addressed or delivered to each Director at such Director's address, phone number, facsimile number or electronic mail address as it is shown upon the records of this corporation or as may have been given to this corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Board are regularly held.

(c) Notice of a special meeting sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notice of a special meeting given personally or by telephone, facsimile, electronic transmission or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least 48 hours before the time set for the meeting.

(d) Notice of a special meeting shall state the time and date of the meeting and the place, if the place is other than this corporation's principal office. The notice need not specify the purpose of the meeting.

Section 5.5 Quorum. A majority of the number of Directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 5.10 of these Bylaws. However, under no circumstances shall a quorum be less than the greater of (a) half of the number of authorized Directors, or (b) two. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of any Director(s) from that meeting, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 5.6 Voting. Each Director present shall be entitled to one vote on each matter placed before a meeting. No Director may vote by proxy. At an annual meeting, the Directors whose terms are expiring shall, until the end of such meeting at which their successors have been elected, be entitled to vote upon all matters, including the election of their successors.

Section 5.7 Participation in Meetings by Conference Telephone. Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all Directors participating in such meeting are able to hear one another. Participation in a meeting through use of electronic transmission by or to this corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if each Director can communicate with all of the other Directors concurrently and each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by this corporation.

Section 5.8 Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, provides a signed waiver of notice; signs a written consent to the holding of the meeting or an approval of the minutes of the meeting; or attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Any such waiver of notice does not need to specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 5.9 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors shall consent, individually or collectively, in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board and the written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 5.9 only, “all Directors” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 5.10 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. At the adjourned meeting, the Board may transact any business that may have been transacted at the original meeting.

Section 5.11 Conduct of Meetings. Meetings of the Board shall be presided over by the President or, if the President is absent, by the Vice President or President-elect (if any) or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall, if present, assure that minutes of any meeting of the Board are recorded and maintained.

ARTICLE VI

COMMITTEES

Section 6.1 Board Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any member of any committee may be removed, with or without cause, at any time by the Board. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below two) the number of members of a committee and fill vacancies in a committee. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except with respect to:

- (a) The establishment of the exact number of authorized Directors within the range specified in Section 4.3 of these Bylaws;
- (b) The filling of vacancies on the Board or on any committee of the Board;
- (c) The fixing of compensation of the Directors for serving on the Board or any committee;
- (d) The amendment of the Articles;
- (e) The amendment or repeal of these Bylaws or the adoption of new or restated Bylaws;
- (f) The amendment or repeal of any resolution of the Board that, by its express terms, is not so amendable or repealable;
- (g) The creation of other committees of the Board or appointment of members to any committee of the Board;
- (h) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- (i) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3); or
- (j) The merger, reorganization, voluntary dissolution or disposition of substantially all of the assets of this corporation.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article V of these Bylaws applicable to meetings and actions of the Board. .

Section 6.2 Executive Committee. The Executive Committee shall be a standing Board committee composed of the President, Vice President or President-elect, Secretary, and Treasurer; provided, however, that each such person is a Director. In addition, two Directors who are not officers shall be elected by the Board to be on the Executive Committee. Except for the power to amend the Articles and these Bylaws, and subject to the limitations set forth in Section 6.1 of these Bylaws and by resolution of the Board, the Executive Committee shall have and may exercise all the

powers and authority of the Board in the management of the business and affairs of this corporation in the intervals between meetings of the Board, subject to the direction and control of the Board. All actions of the Executive Committee shall be reported to and ratified, if approved, by the full Board at the next duly scheduled Board meeting. The President shall serve as chairperson of the Executive Committee.

Section 6.3 Audit Committee. This corporation shall have an Audit Committee for any tax year in which it is required under Section 12586(e)(2) of the California Government Code (generally when it has gross revenues of \$2 million or more).

(a) The Audit Committee shall be separate from the Finance Committee (if such committee exists). The Audit Committee's members shall be appointed by the Board and may include both Directors and persons who are not Directors, subject to the following limitations: (i) the Audit Committee may not include any member of the staff or the Executive Director or Treasurer; (ii) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (iii) members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee; (iv) Audit Committee members who are not Directors may not receive compensation greater than the compensation paid to Directors for their board service; and (v) Audit Committee members shall not have a material financial interest in any entity doing business with this corporation.

(b) The Audit Committee shall (1) recommend to the Board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) negotiate the compensation of the auditor on behalf of the Board (if so authorized by the Board); (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm after assuring that they conform with standards of auditor independence.

Section 6.4 Advisory and Other Committees. The Board may from time to time create advisory committees and other committees that are not Board committees (collectively, "Other Committees") as deemed appropriate, consisting of Directors or persons who are not Directors, but such Other Committees shall not be deemed Board committees and shall not exercise any powers of the Board. Other Committees may be delegated with implementation of certain specified tasks under the direction and control of the Board. Notice of, and procedures for, meetings of Other Committees shall be as prescribed by the chair of each such committee, and meetings of any Other Committee may be called by the Board, the President, or the chair of the Other Committee.

ARTICLE VII

OFFICERS

Section 7.1 Officers. The officers of this corporation shall be a President, a Secretary and a Treasurer. This corporation may also have, at the discretion of the Board, a Vice President, a President-elect, a past-President, an Executive Director, and such other officers as may be elected or appointed in accordance with the provisions of Section 7.3 of these Bylaws. Other than the President and the President-elect, these persons may, but need not be, selected from among the Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as either the President or Executive Director. The Executive Director is an officer but not a voting member of the Board.

Section 7.2 Election and Terms of Office. All officers of this corporation shall serve at the pleasure of the Board. Elections of officers shall occur at the annual Board meeting. The officers of this corporation, except the Executive Director and those other officers employed for compensation by this corporation, and such officers as may be elected or appointed in accordance with the provisions of Section 7.3 or Section 7.5 of these Bylaws, shall be chosen and shall serve for terms as follows:

(a) Secretary and Treasurer. The Secretary and Treasurer shall be elected to serve a term of approximately three years by a majority vote of the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their terms expire and their respective successors shall be elected. .

(b) President, Vice-President, President-elect, and Past-President. The President shall serve a term of approximately two years. No individual shall serve more than one term as President. During the first year of the President's term, there shall be a Vice-President position, and during the second year of the President's term, there shall be a President-elect position. Also, during the President's term, her/his immediate predecessor shall hold the office of past-President.

At the annual Board meeting at which the President's term begins, the Board shall elect a Vice-President for a term of approximately one year. At the next annual Board meeting, the Board shall elect the President-elect for a term of approximately one year. The President-elect shall become this corporation's President at the next annual meeting.

Section 7.3 Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of this corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as provided in these Bylaws or as the Board may from time to time determine. Such subordinate officers may include one or more Assistant Secretaries and Assistant Treasurers.

Section 7.4 Removal and Resignation.

(a) Without prejudice to the rights of any officer under an employment contract, any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

(b) Any officer may resign at any time by giving written notice to the Board, President, or Secretary of this corporation, but without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party. Any such resignation shall take effect on the date such notice is received or at any later time specified therein. Unless specified otherwise in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled as it occurs in the manner prescribed in these Bylaws for election or appointment to such office; provided, however, that such selection may be made immediately and need not be made on an annual basis.

Section 7.6 President. The President shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time prescribed by the Board. If there is no Executive Director, the President shall be the general manager and chief executive officer of this corporation and shall have the powers and duties of the Executive Director set forth in these Bylaws.

Section 7.7 Executive Director. The Executive Director is the general manager and chief executive officer of this corporation and has, subject to the control of the Board, general supervision, direction and control of the business, activities and officers of this corporation. The Executive Director has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. The Executive Director shall be responsible to the Board, shall see that the Board is advised on all significant matters of this corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director

shall be empowered to act, speak for, or otherwise represent this corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles and these Bylaws. The Executive Director shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

Section 7.8 Vice President and President-elect. In the absence or disability of the President, and subject to any limitations imposed by the Board, the Vice President or President-elect, if any, is appointed to and shall perform all the duties of the President. When so acting, they shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President or President-elect shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board.

Section 7.9 Secretary. The Secretary shall keep, or cause to be kept, at the principal office of this corporation or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and any committees thereof. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was regular or special, and, if special, how it was authorized; the notice given, if any; the names of the persons present at the meeting; and the proceedings thereof. Minutes from Board meetings should be sent to the Board within 30 days of the meeting. The Secretary shall keep, or cause to be kept, at the principal office of this corporation in the State of California, the original or a copy of this corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given. The Secretary shall keep the seal of this corporation, if any, in safe custody and shall also have such other powers and duties as may from time to time be prescribed to him or her by the Board or the President.

Section 7.10 Assistant Secretaries. The Board may appoint one or more Assistant Secretaries. Subject to any limitations imposed by the Board, each Assistant Secretary shall have all the powers and duties of the Secretary in the event of the Secretary's absence or disability, and each shall also have such other powers and duties as may from time to time be prescribed to him or her by the Board, the President or the Secretary.

Section 7.11 Treasurer. The Treasurer of this corporation shall keep and maintain, or cause to be kept and maintained, full and accurate books and records of accounts of this corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily including in financial statements. The Treasurer shall send, or cause to be sent, to the Directors of this corporation such financial statements and reports as are

required to be sent by law, by these Bylaws or by the Board. The Treasurer shall have such other powers and perform such other duties as may be prescribed to him or her by the Board.

Section 7.12 Assistant Treasurers. The Board may appoint one or more Assistant Treasurers. Subject to any limitations imposed by the Board, each Assistant Treasurer shall have all the powers and duties of the Treasurer in the event of the Treasurer's absence or disability, and each shall also have such other powers and duties as may from time to time be prescribed to him or her by the Board, the President, or the Treasurer.

Section 7.13 Duties May be Delegated. In case of the absence of any officer of this corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for a specified period of time, all or part of the powers or duties of such officer to any other officer or to any Director.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Definitions. For the purposes of this Article VIII, "agent" means any person who is or was a Director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 8.4 or 8.5(b) of these Bylaws.

Section 8.2 Indemnification in Actions by Third Parties. This corporation shall, to the maximum extent of the law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by such person in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests

of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any 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 the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 8.3 Indemnification in Actions by or in the Right of this Corporation. This corporation shall, to the maximum extent of the law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, to procure a judgment in this corporation's favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 8.4 Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 8.2 or Section 8.3 of these Bylaws or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 8.5 Required Determination. Except as provided in Section 8.4 of these Bylaws, any indemnification under this Article VIII shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 8.2 or Section 8.3 of these Bylaws, by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

Section 8.6 Advance of Expenses. Expenses incurred by a person seeking indemnification under this Article VIII in defending any proceeding covered by this Article VIII may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

Section 8.7 Other Indemnification. No provision made by this corporation to indemnify its Directors or officers or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.4 or 8.5(b) of these Bylaws, in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.9 Insurance. This corporation shall have the power, and shall use its best efforts, to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII, provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of this corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 8.10 Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VIII does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of this corporation as defined in Section 8.1 of these Bylaws. This corporation shall have the power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 5140 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IX

OTHER PROVISIONS

Section 9.1 Amendments. These Bylaws may be amended or repealed by the approval of 2/3 of the number of Directors then in office at a duly held meeting at which a quorum has been established or by unanimous written consent. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

Section 9.2 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof may be signed by any person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee of this corporation shall have any power or authority to bind this corporation by any note, mortgage, evidence of indebtedness, contract, conveyance or engagement, or to pledge its credit or to render it liable for any purpose or amount. Notwithstanding the foregoing, and subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by (a) the President, (b) the Executive Director, or (c) the Vice President or President-elect and either the

Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation may be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 9.3 Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or by the President are each authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 9.4 Contracts with Directors. No Director of this corporation nor director of any other corporation, firm, association or other entity in which one or more of this corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith to the Board or are otherwise known to all Directors, prior to the Board's consideration of such contract or transaction, and such full disclosure or prior knowledge is noted in the minutes of the Board meeting; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote(s) of the interested Director(s); (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that this corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) this corporation for its own benefit enters into the transaction, which is fair and reasonable to this corporation at the time the transaction is entered into. This Section 9.4 does not apply to a transaction that is part of a public or charitable program of this corporation if it (a) is approved or authorized by this corporation in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the public or charitable program of this corporation.

Section 9.5 Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer of this corporation without the approval of the California Attorney General; provided, however, that this corporation may advance money to a Director or officer of this corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by this corporation.

Section 9.6 Annual Report. The Board shall cause a written annual report to be sent to the Directors within 120 days after the end of this corporation's fiscal year. The annual report shall be accompanied by a report on this corporation of independent accountants or, if there is no such report, by the certificate of an authorized officer of this corporation that the financial statements included in the annual report were prepared without audit from this corporation's books and records. The annual report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including the trust funds, of this corporation;
- (c) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of this corporation for both general and restricted purposes; and
- (e) Any information required by Section 9.7 of these Bylaws.

The requirement of an annual report as set forth in this Section 9.6 shall not apply if this corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified in this Section for inclusion in an annual report must be furnished annually to all Directors. If the Board approves, this corporation may send the annual report and any accompanying material sent pursuant to this Section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Government Code Section 12580 through 12599.7 includes the information required in the annual report, then this corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

Section 9.7 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Directors, or as a separate document if no annual report is issued, this corporation shall annually prepare and mail or furnish to each Director, within 120 days after the end of this corporation's fiscal year, a statement of any transaction or indemnification of the following kind occurring during the previous fiscal year:

- (a) Any transaction (i) in which this corporation, its parent or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest and (iii) which involved more than \$50,000,

or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to this corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

For the purposes of this Section 9.7(a), an “interested person” is either of the following: (i) any director or officer of this corporation, its parent or its subsidiary or (ii) any holder of more than 10 percent of the voting power of this corporation, its parent or its subsidiary.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Director or officer of this corporation under Article VIII of these Bylaws.

Section 9.8 Financial Audit. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of two million dollars or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by this corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine months after the close of the fiscal year to which the statements relate. For three years, such statements shall (a) be available at this corporation’s principal, regional and district offices (if any) during regular business hours and (b) be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on this corporation’s website.

Section 9.9 Fiscal Year. The fiscal year of this corporation shall end on the last day of September.

Section 9.10 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

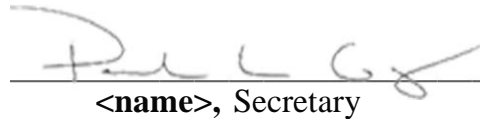
CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected and acting Secretary of The Astronomical Society of the Pacific, a California nonprofit public benefit corporation; and

2. The foregoing Restated Bylaws consisting of **22** pages constitute the Bylaws of such corporation as duly adopted by the Board of Directors on **April 9**, 2016, and have not been amended or modified since such date.

July 28 IN WITNESS WHEREOF, I have executed this Certificate as of this , 2016.



A handwritten signature in cursive script, appearing to read 'P. L. Gay', is written over a horizontal line.

<name>, Secretary

Pamela L. Gay