

INTERNATIONAL OCCULTATION TIMING ASSOCIATION

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of the International Occultation Timing Association. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the International Occultation Timing Association, the Articles of Incorporation will be controlling.

ARTICLE I – NAME AND PURPOSE

1.1 The name of the corporation shall be International Occultation Timing Association, hereinafter referred to as IOTA.

1.2 The corporation is formed for education and scientific purposes, for individuals and groups, of all races, creeds, and ethnic backgrounds without regard to gender, for the primary purposes of:

1.2.1 Developing and implementing programs designed to foster awareness in individuals and in the community with regard to astronomical developments and achievements in the fields of occultation and eclipse research as well as promoting the science of astronomy.

1.2.2 Making available to individuals and the general public information on astronomical phenomena; organizing scientific expeditions for the observation of celestial events; analysis of occultation and eclipse observations and publishing and publicizing useful results and discoveries derived from the analysis.

ARTICLE II – OFFICES

As of this document preparation, IOTA has no brick-and-mortar facility. Communications to IOTA are to be directed to its post office box

PO Box 20313
Fountain Hills,
AZ 85269-0313

Or via direct email to a board member, via addresses given on the “Contact Us” link on www.occultations.org.

ARTICLE III – BOARD OF DIRECTORS

3.1 General Powers and Responsibilities.

IOTA shall be governed by a Board of Directors (“the Board”), which shall have the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The Board shall establish policies and directives governing business and programs of IOTA. and may delegate to others, subject to the provisions of these Bylaws, the authority and responsibility to see that the policies and directives are appropriately followed.

3.2 Number and Qualifications.

3.2.1 The Board shall have up to 9, but no fewer than 3, members. The number of Board members may be increased beyond 9 members or decreased to less than 3 members by the affirmative vote of a majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Texas.

3.2.2 In addition to the regular members of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members, but shall not have voting power, shall not count as one of the regular Board members, and shall not be eligible for office.

3.3 Board Compensation.

The Board shall receive no compensation other than reasonable expenses on behalf of IOTA operations.

3.4 Board Elections.

The Board or its designee shall present nominations for new and renewing Board members at the General Meeting preceding the expiration of Board terms or when a Board replacement is proposed. Nominations will be solicited from the membership and the nominees shall be made known to the membership prior to the meeting. Following the election, the Executive Secretary shall announce the results and the Board shall determine and announce the position assignments.

3.5 Term of Office.

All Board terms of office shall be for three (3) years. Terms of office shall begin on January 1 following the election year.

3.6 Vacancies.

Vacancies on the Board may be filled by a majority vote of the Board. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.7 Resignation.

Each Board member shall have the right to resign at any time upon written notice thereof to the President or Executive Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

3.8 Removal.

A Board member may be removed, with or without cause, by the affirmative vote of a majority of then-serving Board members.

3.9 Meetings.

The Board's regular meetings may be held at such time and place as shall be determined by the Board. Meetings may be in person, virtually, or mixed, with some members attending virtually and others in person.

3.9.1 Minutes.

At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the President shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which shall be delivered to IOTA for storage.

3.9.2 Action by Communicated Consent.

Any action required by law to be taken at a meeting of the Board may be taken without a meeting if the majority of the Board communicates its consent via physical and/or electronic means.

ARTICLE IV – OFFICERS

4.1 Officers and Duties.

The Board shall determine their duties and assignments as officers of IOTA which shall include a President, a Vice President, an Executive Secretary, and a Treasurer. Offices may be combined, and a Board member may hold up to 2 offices.

4.2 President.

The President shall be the chief executive officer of IOTA; shall preside at all meetings of the Board of Directors, shall be responsible for the execution of the policies and programs of the Board of Directors, for the administration of the affairs of IOTA and shall have authority to execute instruments necessary to carry out those duties.

4.3 Vice President.

The Vice President shall perform such duties as may be assigned from time to time by the Board of Directors or the President. In the event that illness or other reason prohibits the President from the performance of his duties, the Vice President shall have the powers and perform the duties ordinarily the responsibility of the President.

4.4 Executive Secretary.

The Executive Secretary of IOTA shall keep accurate and complete minutes of meetings of the Board of Directors and of the members, shall give notice of all meetings as required, shall have the usual powers and duties of a secretary, and shall perform such other duties as may be assigned from time to time by the Board of Directors or the President.

4.5 Treasurer.

The Treasurer of IOTA shall have general charge and supervision of the books and records of account of IOTA and, subject to the direction of the Board of Directors, shall have charge of and be responsible for all cash and securities of IOTA. The Treasurer shall have the usual powers and duties of a treasurer, including the power to give receipts for cash, security, or other property delivered to IOTA, and the power to disburse funds in accordance with procedures to be established by the Board, and shall perform such additional duties as may be assigned by the Board or the President.

ARTICLE V – MEMBERS

5.1. Members.

Members shall consist of the following classes:

5.1.1 Voting Members:

- Regular – a person whose dues are paid to the current date.

5.1.2 Non-voting Member:

- Affiliate – organizations, libraries, schools, businesses, and other similar groups in the North American countries (Mexico, USA, Canada) where an individual membership is not appropriate.
- Library – for libraries who do not wish to be affiliate members

5.2. Dues.

The dues, the payment schedule, and the amount are set by the Board and administered by the Treasurer.

The Board may provide paid membership for those providing services to the IOTA community, which can include officers and donors.

5.3. Voting Privileges.

Voting Members may vote on all matters submitted to the membership and each member shall have one vote.

5.4. Meetings.

5.4.1 Annual meetings of IOTA shall be held in locations and at times selected by the Board. The times and locations may be selected to meet in concert with other organizations or to be prior or coincident with an astronomical event, such as an eclipse or an occultation of interest.

5.4.2 Special meetings may be called by the President or the Board of Directors of IOTA.

5.4.3 Notice of Meeting.

Notice of each annual or special meeting, specifying the time, date, and place thereof, and in the case of a special meeting, the purposes for which the meeting is called, shall be given not less than thirty (30) days prior to the date of the meeting.

5.3.5. Quorum and Voting.

Thirty (30%) of the membership entitled to vote, represented by person or proxy, shall constitute a quorum. The vote of the majority of the members entitled to vote and thus represented at a meeting at which a quorum is present shall be the act of a member's meeting, unless the vote of a greater number is required by law. Members shall be entitled to vote by proxy on any question before the membership.

5.3.6. Virtual Attendance

Meetings may be conducted entirely virtually or mixed, in person or virtually. All Meetings will allow virtual access as far as is possible.

5.3.7. Procedure.

All meetings shall be conducted in accordance with the terms of the By-laws of this organization and the current edition of Robert's Rules of Order.

5.4 Membership Communications.

IOTA Members are encouraged to freely communicate amongst one another and to the Board on all matters related to the scientific purposes for which IOTA was formed. To facilitate that communication, IOTA shall support email group message services and websites to provide readily accessible information on the techniques, past and future events, past efforts, equipment development, software, training, observing campaigns, and other items of interest. IOTA also shall support the Journal of Occultation Astronomy providing articles by and for observers worldwide.

ARTICLE VI – COMMITTEES

6.1 Committee Purpose.

The Board may designate and appoint IOTA committees as deemed necessary.

6.2 Committee Chair.

Each committee shall be chaired by a Board appointee.

6.3 Standing and Special Committees.

The board may appoint a committee expected to be for a long term (standing) or for a special purpose (special) that is not expected to be long-term, generally shorter than one year.

ARTICLE VII – MISCELLANEOUS

7.1 Fiscal Year.

The fiscal year of IOTA shall be from January 1st to December 31st.

7.2 Annual Budget.

The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

7.3 Books and Records.

IOTA shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board, or its Annual Meetings. Minutes and proceedings of the Annual Meetings shall be available to the Membership.

7.4 Contracts and Grants.

The Board may authorize any officer(s) or agent(s) of IOTA to enter into contracts, leases, and agreements with and accept grants and loans from the United States; its departments and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it.

7.5 Checks, Drafts, or Orders for Payment.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of IOTA shall be signed by such officer(s) or agent(s) of IOTA and in such manner as shall from time to time be determined by resolution of the Board.

7.6 Deposits.

All funds of IOTA shall be deposited from time to time to the credit of IOTA in such banks, trust companies, or other depositories as the Board shall select.

7.7 Acceptance of Gifts.

The Board may accept on behalf of IOTA any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of IOTA. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by IOTA would be consistent with and further the purposes of IOTA.

7.8 Prizes, Awards, Services, Events in IOTA's Name

All prizes, awards, services, or events offered in IOTA's name must have the express approval of the Board. Any of these items offered in IOTA's names shall be done under the direct control of the Board. No item may be offered on an IOTA website or any other way which implies IOTA approval without prior Board approval.

7.9 Contracts Involving Board Members and/or Officers.

Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of IOTA, members of the Board and officers of IOTA may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of IOTA involving a matter in which a trustee or officer is

personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws which prohibit IOTA'S use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of IOTA if such contract, transaction, or act would result in denial of IOTA'S exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board or officers of IOTA be obligated to inquire into the authority of the Board and officers to enter into and consummate any contract, transaction or take other action. Any Board member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest.

7.9 Investments.

IOTA shall have the right to retain all or any part of any property – real, personal, tangible, or intangible – acquired by it in whatever manner and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

7.10 Exempt Activities.

Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of IOTA shall take any action or carry on any activity by or on behalf of IOTA which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

7.11 Captions.

Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

7.12 Severability of Clauses.

If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

ARTICLE VIII - AMENDMENTS

8.1 Amendments

These by-laws may be amended by the membership at any annual or special meeting, provided written notice setting forth any proposed amendment is mailed or delivered to each member at least 30 days in advance of such meeting. Meetings may be in person, virtually, or mixed, with some members attending virtually and others in person.

8.2 Date of Adoption

These By-Laws were adopted by the IOTA membership by majority vote, effective September 30, 2022.