

**D. BY- LAWS OF
ASSOCIATION OF UNIVERSITIES FOR RESEARCH IN ASTRONOMY, INC.**
As Amended¹

ARTICLE I - Membership

1. The name, location of principal office, and purposes of the Corporation shall be as set forth in the Articles of Incorporation. These By-Laws, the powers of the Corporation and of its Member Institutions, Member Representatives and Directors, and all matters concerning the conduct and regulation of its business and affairs shall be subject to such provisions in regard thereto, if any, as are set forth in said Articles of Incorporation, and said Articles are hereby made a part of these By-Laws. All reference in these By-Laws to the Articles of Incorporation shall mean the Articles of Incorporation of the Corporation as from time to time amended.
2. The Member Institutions shall be those institutions that were Members of the Association of Universities for Research in Astronomy (AURA) on April 22, 1996 and such additional Member Institutions as shall be approved for membership as provided in the Articles of Incorporation and these By-Laws.
3. Additional Member Institutions shall be universities and educational and other nonprofit institutions that shall be approved for membership by two-thirds of the Member Institutions, acting through their respective Representatives. Each additional Member Institution shall pay \$10,000.00 as an initial membership fee.
4. Each Member Institution shall pay such additional fees or assessments, annual or otherwise, as shall be approved by two-thirds of the Member Institutions, acting through their respective Member Representatives; provided, however, that all such additional assessments shall be levied equally on all Member Institutions and shall not exceed \$2,000.00 per year per Member Institution and shall not in total exceed \$10,000.00 per Member Institution.
5. A Member Institution may resign at any time by giving at least sixty (60) days written notice by mail to the Corporation. Upon any such resignation such Member Institution shall cease to have any rights under the Articles of Incorporation and these By-Laws or otherwise.
6. Any Member Institution which shall fail to pay the fees that shall be fixed pursuant to Paragraph 4 of this Article I within a period of sixty (60) days from the time the fees shall become payable shall, upon majority vote of the Member Representatives entitled to vote, forfeits its membership. Upon any such forfeit, such Member Institution shall cease to have any rights under the Articles of Incorporation and these By-Laws or otherwise.

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¹ Effective July 1, 1996; as amended through November 30, 1999.

7. Universities and educational and other nonprofit institutions that are not citizens of the United States may be elected as International Affiliate Members for terms of three (3) years by vote of at least two-thirds of the Member Institutions, acting through their respective Representatives, provided that the total number of International Affiliate Members shall not at any time exceed 49% of the total number of Member Institutions and International Affiliate Members. Each International Affiliate Member shall pay an initial membership fee of \$3,000.00 for the first term and \$3,000.00 for each term thereafter. Each International Affiliate Member may designate one individual as its Representative, and that Representative shall be entitled to attend all meetings of Member Representatives with voting rights. Consistent with the foregoing provisions of this Paragraph 7, all other provisions of these By-Laws and privileges of Institutional membership of the Corporation shall apply to International Affiliate Members. An International Affiliate Member may resign at any time by giving at least sixty (60) days' written notice by mail in advance to the Corporation, and upon the effective date of such resignation, that International Affiliate Member shall cease to have any privileges under these By-Laws.

8. Member Institutions are not liable for the debts, obligations, or liabilities of the Corporation.

ARTICLE II - Member Representatives

1. There shall be a body of Member Representatives that shall constitute a forum for annual review of, and advisory comment upon, the activities of the Corporation and other issues that Member Representatives deem worthy of consideration in the management and governance of the Corporation and the advancement of the astronomical sciences.

2. The Member Representatives shall be composed of one (1) Member Representative designated by each Member Institution and one (1) Member Representative designated by each International Affiliate Member. Each Member Institution and International Affiliate Member shall designate its Member Representative from its staff of scientists or from its principal administrative or corporate officers. Each Member Representative so designated shall serve not only until the expiration of the term for which designated but also until a successor has been designated and has qualified.

3. The Member Representatives shall be classified with respect to the time for which they shall severally hold office by dividing them into three (3) classes, each class to consist of approximately one-third of the Member Representatives and each class to serve for a term of three years.

4. It is the goal of the organization that the Member Representatives be comprised of at least one-half scientists and at least one-third administrators. See Attachment 1.

5. The Member Representatives shall hold an Annual Meeting at which they shall:

a. Elect the Chair and members of the Board of Directors, including the Chairs of the Management Councils, from a slate of candidates recommended by the Nominating Committee or by nomination at the Meeting.

b. Approve a slate of candidates, as recommended by the Nominating Committee or by nomination at the Meeting, for election to vacant membership positions on the Management Councils (exclusive of the Council Chairs) by the Board of Directors.

c. Elect the Chair and members of the Nominating Committee for the ensuing year from a slate of candidates recommended by the Chair of the Member Representatives or by nomination at the Meeting.

d. Appoint an independent audit firm to perform an audit of the financial management of the Corporation during the following year.

e. Conduct a forum for receipt and consideration of the annual report of the Board of Directors.

- f. Provide advisory comment upon the activities of the Corporation and other issues any Member Representative deems worthy of consideration in the management and governance of the Corporation and the advancement of the astronomical sciences.
- g. Approve such additional institutions for membership in the Corporation as they may determine in accordance with the By-Laws.
- h. Fix from time to time the amounts to be paid by Members for the support of the Corporation within the limits prescribed by Article I, Paragraph 4, of these By-Laws.
- i. Transact such other business as may properly be brought before the Meeting.

ARTICLE III - Meetings of Member Representatives

1. The Annual Meeting of the Member Representatives (i.e., the Corporation) shall be held during the month of April of each year at Tucson, Arizona or at such other place and on such day as may be determined by the Member Representatives at their preceding Annual Meeting or any intervening special meeting.
2. Written notice of the Annual Meeting of the Member Representatives shall be mailed or sent by electronic transmission to each Member Representative at least ten (10) days before the Meeting. Any Member Representative may waive notice in writing of any Meeting whether Annual or special either before, at or after the Meeting.
3. A majority of the entire membership of the Member Representatives shall constitute a quorum at all meetings of the Member Representatives for the transaction of business, except as otherwise provided by these By-Laws. If, however, such majority shall not be present at any meeting, the Member Representatives present shall have the power to adjourn the meeting from time to time until the required number of Member Representatives shall be present. At such adjourned meeting at which the required number of Member Representatives shall be present any business may be transacted which might have been transacted at the meeting on the date on which it was originally called.
4. Special meetings of the Member Representatives for any purpose may be called by the Chair of the Board or the President whenever they may deem it expedient, and they (or any one of them) shall call such meetings when requested in writing by one-tenth or more of the Member Representatives. Such request shall state the business or purposes of the proposed meeting. Written notice of special meetings shall be given by mail or by electronic transmission by the Chair of the Board or the President at least fifteen (15) days in advance of the meeting. Special meetings may be held at the principal office of the Corporation or at such other place as may be designated in the notice.
5. Business transacted at any special meetings shall be confined to the purposes stated in the notice, which notice may specify that Member Representatives not present at the meeting may vote by mail or electronic transmission on questions set forth in the notice.
6. Member Representatives may nominate candidates at any meeting at which elections are held, provided that the candidate consents to the nomination and is willing to serve.
7. Unless otherwise specified in these By-Laws, actions by the Member Representatives shall be by majority vote. Each Member Representative shall be entitled to one (1) vote.

8. The Chair of the Board, or in the necessary absence of the Chair, any Member Representative duly elected at the meeting, shall preside at any meeting of the Member Representatives.

9. The Chair of the Board of Directors, and any Director may be removed by majority vote of the Member Representatives.

ARTICLE IV - Board of Directors

1. There shall be a Board of Directors consisting of twelve (12) members elected for terms of three (3) years, the Chairs of the Management Councils elected for terms of one (1) year, and the President, *ex officio*. Management Council Vice Chairs and Center Directors may attend any Board Meeting *ex officio*, without voting privileges.

2. The Chair and members of the Board of Directors, exclusive of the President, shall be elected by the Member Representatives as provided in these By-Laws. Directors other than the Chairs of the Management Councils and the President shall be elected for a term of three (3) years and shall not serve for more than two (2) terms consecutively. Each Director so elected shall serve not only until the expiration of the term for which elected but also until a successor has been elected and has qualified. Each Chair of a Management Council shall be elected for a term of one (1) year and may be reelected for not more than five (5) additional consecutive terms of one year each.

a. At least four (4) of the Directors shall also be Member Representatives.

b. At least four (4) of the Directors shall not be Member Representatives.

c. At least two (2) of the Directors shall come from non-U.S. institutions.

d. No more than four (4) elected Directors and no more than two (2) Management Council Chairs who are not U.S. citizens may serve at any time.

e. The Chair may be either a Member Representative or not a Member Representative. The Chair of a Management Council who is elected for a term of one (1) year may also be a Director who is elected for a term of three (3) years as provided in these By-Laws.

f. Notwithstanding any other provision in these By-Laws, at the effective date of these By-Laws, four (4) of the Directors shall be elected for an initial term of one (1) year, another four (4) of the Directors shall be elected for an initial term of two (2) years, and another four (4) of the Directors shall be elected for an initial term of three (3) years. Those Directors elected for an initial term of one (1) year may be reelected for two (2) succeeding consecutive terms of three (3) years.

3. The Board of Directors may fill vacancies occurring in the Directorship between Annual Meetings of the Member Representatives. Any Director appointed to fill a vacancy shall serve until the next Annual Meeting of the Member Representatives. A Director appointed to fill a vacancy shall not be considered an elected Director for the purpose of Paragraph 2 of this Article IV.

4. The Board of Directors shall meet not less than two (2) times during each calendar year and at places determined by the Board. Other meetings may be held whenever called by the Chair of the Board, the President or by two (2) members of the Board, or by one-third or more of the Directors.

5. Whenever desired, the Board of Directors may conduct business by telephone or video-conference call. A telephone or video-conference call among the Directors shall constitute a meeting of the Board of Directors. In such case, notice must be given to all Directors twenty-four (24) hours in advance.

Whenever desired, the Board of Directors may vote via electronic mail (email), and such votes shall be binding to the same extent as would be the case for meetings conducted in-person.

6. Except as otherwise required by law or as otherwise provided in the Articles of Incorporation or in these By-Laws, the Board of Directors shall have and may exercise all of the powers of the Corporation and shall have charge, management and control of the business and affairs of the Corporation. The Board shall have full power to do any and all things in relation to the activities and affairs of the Corporation, and to exercise any powers that are not specifically required by law or by these By-Laws to be specifically reserved for action by the Member Representatives.

7. The Board of Directors shall be responsible to the Member Representatives for the effective management of the Corporation and the achievement of its purposes. The Board of Directors shall report at each Annual Meeting of the Member Representatives all significant actions of the Corporation, including actions taken by the Board of Directors since the previous meeting of the Member Representatives. Minutes of the meetings of the Board of Directors shall be distributed to all Member Representatives. The Board of Directors shall attend all meetings of the Member Representatives; respond informally to comments and questions voiced at such meetings, and reply in writing to any issues raised by formal act of the Member Representatives at such meetings.

8. A quorum for the transaction of business at any meeting of the Board shall be determined as follows. If the total number of Directors is an even number, the presence of at least one half of that number of Directors shall constitute a quorum. If the total number of Directors is an odd number, the presence of at least a majority of the Directors shall constitute a quorum.

9. Unless otherwise specified in these By-Laws, actions of the Board of Directors shall be by majority vote. Each Director, including any Chair of a Management Council elected for a term of one (1) year who is also a Director elected for a term of three (3) years as provided in these By-Laws, shall be entitled to (1) vote.

10. Without limiting the full range of duties and powers of the Board, the Board of Directors shall, among other actions,

- a. Elect a Vice-Chair from among the Directors.
- b. Consult with and provide assistance to the Nominating Committee as provided in these By-Laws.
- c. Establish and promulgate Corporation policy.
- d. Consider and approve amendments to the By-Laws, subject to Article XIV of these By-Laws.
- e. Accept the annual audit report and transmit it to the Member Representatives at their Annual Meeting.
- f. Approve budgets.
- g. Elect members of the Management Councils from a slate of candidates received from the Member Representatives.
- h. Approve minutes of preceding meetings.
- i. Conduct searches for and select, appoint, and fix the compensation of the President and Center Directors, conduct performance reviews thereof, and take necessary action, including suspension or termination of employment.
- j. Issue and amend from time to time charters or terms of reference to the Management Councils, consistent with these By-Laws, and delegate such additional functions and responsibilities to the Management Councils (with any conditions deemed necessary) as the Board determines to be in the interest of appropriate and efficient management.
- k. Oversee the activities of the Management Councils and receive and consider reports from those Councils.
- l. Ratify the appointments of key Center management officials that have been approved by the respective Management Councils.
- m. Approve tenure case

ARTICLE V - Management Councils¹

1. There shall be a Management Council for each AURA Operating Center² to provide, on behalf of the Board of Directors, independent management oversight over that Center and advocacy for that Center's mission or otherwise to oversee AURA's fulfillment of its contractual responsibilities with respect to that Center. Each Management Council shall consist of no less than five (5) and no more than ten (10) members to be elected by the Board. If the number of such members is even, not less than one half of them shall come from the Member Institutions or the Board of Directors or both. If the number of such members is uneven, not less than one half of the total number of such members minus one shall come from the Member Institutions or the Board of Directors or both. The Chair of each Management Council shall be elected annually by the Member Representatives for a term of one (1) year as provided in these By-Laws. The other members of each Management Council are elected by the Board of Directors as provided in these By-Laws. All members of each Management Council are responsible to the Board for the proper conduct of the activities of that Council. In addition, the President shall be a member of each Council, ex officio. The AURA Board may designate additional or alternative ex officio members as appropriate.

2. After consultation with the respective Center Director, each Management Council may elect and appoint additional members to add expertise not already within the membership of that Council. If a Council consists of between five (5) and eight (8) members elected by the Board of Directors, that Council may elect and appoint an additional two (2) members. If a Council consists of nine (9) or ten (10) members elected by the Board of Directors, that Council may elect and appoint an additional three (3) members. Each Management Council that elects and appoints additional members shall ensure reasonable staggering of terms of those additional members.

3. Each member shall serve for a term of three (3) years and shall not serve more than two (2) terms consecutively. Each member so elected or appointed shall serve not only until the expiration of the term for which elected or appointed but also until a successor has been elected or appointed and has qualified.

¹ As amended by the Member Representatives on June 30, 2011.

²The AURA Operating Centers are the National Optical Astronomy Observatories, the Space Telescope Science Institute, the International Gemini Observatory, and any other Centers that may hereafter be established by the Board of Directors. In these By-Laws "Centers" shall mean the AURA Operating Centers, and "Center Directors" shall mean the Directors thereof.

- a. Notwithstanding any other provision in these By-Laws, at the effective date of these By-Laws, if a Council consists of eight (8) elected members (not counting additional members elected and appointed by that Council) two (2) of the members shall be elected for an initial term of one (1) year, three (3) of the members shall be elected for an initial term of two (2) years, and three (3) of the members shall be elected for an initial term of three (3) years. If a Council consists of nine (9) elected members (not counting additional members elected and appointed by that Council) three (3) of the members shall be elected for an initial term of one (1) year, three (3) of the members shall be elected for an initial term of two (2) years, and three (3) of the members shall be elected for an initial term of three (3) years. If a Council consists of ten (10) elected members (not counting additional members elected and appointed by that Council) three (3) of the members shall be elected for an initial term of one (1) year, three (3) of the members shall be elected for an initial term of two (2) years, and four (4) of the members shall be elected for an initial term of three (3) years. Those members elected for an initial term of one (1) year may be reelected for up to two (2) succeeding consecutive terms of three (3) years.
4. Any vacancy in the membership of any Management Council occurring at any time between Annual Meetings may be filled by an individual appointed by the Board of Directors for the remainder of the term of the absent member.
5. The Board of Directors shall issue a Charter to each Management Council and may amend such Charters from time to time. The Charters in effect on the effective day of these By-Laws shall remain in effect, modified as necessary to reflect applicable provisions of the By-Laws, which shall be controlling in the event of a conflict.
6. Without otherwise limiting these Charters, each Management Council shall
 - a. Elect and appoint from among its members a Vice-Chair.
 - b. Report to the Board of Directors at regular intervals (or as may specifically be directed by the Board) on the activities, findings, and recommendations of the Council, conduct such additional activities as may be requested or directed by the Board, and perform such additional duties and responsibilities as may be prescribed or delegated by the Board and set forth in the respective Charter.
 - c. Submit a report on its activities during the preceding year to the Board of Directors for consideration and transmission by the Board of Directors to the Member Representatives at their Annual Meeting.

d. Select from among its members and recommend to the Nominating Committee for presentation to the Member Representatives at their annual meeting a candidate or candidates for Chair of the Council for the succeeding year.

7. Actions by a Management Council shall be by majority vote. Each member shall be entitled to one (1) vote.

8. Whenever desired, each Management Council may conduct business by telephone or video-conference call. A telephone or video-conference call among the Council Members shall constitute a meeting of the Council. In such case, notice must be given to all Council Members twenty-four (24) hours in advance.

Whenever desired, the Management Councils may vote via electronic mail (email) and such votes shall be binding to the same extent as would be the case for meetings conducted in-person.

ARTICLE VI - Nominating Committee and Special Nominating Committees

1. At each Annual Meeting, the Member Representatives shall elect a Nominating Committee, including the Chair thereof, as provided in these By-Laws. The Nominating Committee shall consist of five (5) individuals of notable accomplishment in fields of interest to AURA from among the Member Institutions. The Nominating Committee shall serve until the election of a new Nominating Committee at the next Annual Meeting of the Member Representatives.

2. It shall be the duty of the Committee to convene as many times as necessary at the call of the Chair (including by means of telephone conference-calls) before each Annual Meeting of the Member Representatives to prepare a slate of candidates to be nominated for election to (a) the Board of Directors, (b) the position of Chair of the Board, and (c) the Chairs and members of the Management Councils at the next Annual Meeting or at any intervening special meeting called for the purpose of electing Officers or Directors of the Board of Directors. More than one candidate may be nominated for each position. A report of the recommendations of the Nominating Committee, including the recommendation of each management Council for Chair of its respective Council for the succeeding year, shall be provided to the Member Representatives in advance of the meetings at which elections will occur.

3. Any vacancy in the membership of the Nominating Committee occurring at any time between Annual Meetings may be filled by an individual appointed by the Chair of the Board. Members of the Nominating Committee may serve no more than three (3) consecutive one (1) year terms.

4. The Nominating Committee shall broadly solicit nominations and applications from the astronomical community through widely used channels of communication within the community. Through consultation with the Board of Directors, the President and the Center Directors, the Nominating Committee shall consider and seek to provide an appropriate balance among scientists, administrators and others, an appropriate balance among backgrounds (e.g., university and industry experience), and an appropriate diversity in the composition of the slate of candidates for the Board, the Councils, and the Nominating Committee. The Nominating Committee shall include within the slate, with appropriate identification, the recommendations of each Management Council for Chair of its respective Council for the succeeding year.

5. In the event of a vacancy in the position of Director of any of the Centers, the Chair of the Board shall appoint from within and/or without the Board of Directors a Special Nominating Committee to make recommendations to the President for appointment to that position. However, if an alternative procedure is specified in the Charter of the Management Council of that Center, that procedure shall be followed in lieu of this one. The President shall then transmit to the Board a recommendation for appointment to the position, together with the report of the Special Nominating Committee. This candidate must come from the

list of recommendations furnished by the Special Nominating Committee. Any vacancies occurring in the membership of this Special Nominating Committee shall be filled by the Chair of the Board.

6. In the event of a vacancy in the position of President, the Chair of the Board, the Vice Chair and one other member of the Board of Directors to be selected by the Board shall constitute a Special Nominating Committee to make a recommendation as to the appointment of a new President. A report of the recommendations of this Special Nominating Committee shall be provided to Directors in advance of the meeting at which the appointment will be made. Any vacancy occurring in the membership of this Special Nominating Committee shall be filled by the Chair of the Board.

7. Actions by any Nominating Committee shall be by majority vote. Each member shall be entitled to one (1) vote.

ARTICLE VII - Other Committees

The Board of Directors may appoint from time to time such other committees, either from the Board or otherwise, as the Board may deem advisable, in addition to those specifically provided by these By-Laws, and each such committee shall exercise such powers, follow such procedures and perform such duties as may be delegated to it, or prescribed for it, by the Board of Directors.

ARTICLE VIII - Officers

1. The Officers of the Corporation shall be a Chair of the Board of Directors, a Vice Chair, a President, a Secretary and a Treasurer. The Board of Directors may appoint such other Officers as the Board of Directors shall from time to time deem necessary or desirable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors.

2. The Chair of the Board shall be elected by the Member Representatives at their Annual Meeting. The Vice Chair of the Board shall be elected annually by the Board of Directors from among its own members at a meeting that normally coincides with the Annual Meeting of the Member Representatives. No other Officer need be a member of the Board of Directors. No Director shall serve as Chair of the Board for more than three (3) years consecutively, and no Director shall serve as Vice Chair for more than three (3) years consecutively. All elected Officers of the Corporation, except the President, shall hold office on July 1 following their election at an Annual Meeting. The President shall be appointed by the Board and shall serve at the will of the Board. Any Officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Directors.

3. Powers and duties of Officers:

a. The Chair of the Board, Vice Chair, Secretary and Treasurer shall have the powers and perform the duties, which usually pertain to their respective offices, with such limitations, or additions as may be prescribed by the Board of Directors.

b. The Chair of the Board, or in the absence thereof the Vice Chair, shall preside at all meetings of the Board. In the event of the absence of both the Chair and the Vice Chair, the President shall preside over such meetings.

c. The President shall be the chief executive officer of the Corporation. In that capacity the President shall have overall management responsibility for the Corporation and shall perform the duties of the President in accordance with the policies established by the Board of Directors. In this regard, the President shall have the authority to delegate signature authority as prescribed in the AURA Policy and Procedures Manual.

4. Short-term vacancies in offices

a. President. In the event of incapacitation of the President or a vacancy in the office of President, the Board of Directors may appoint an Interim President, who shall serve, at least on a part-time basis, as chief executive officer of the Corporation until a permanent appointment is made.

b. Chair of the Board of Directors. In the event of a vacancy in the office of Chair of the Board of Directors, the Vice Chair shall assume the duties of the Chair until such time as a duly elected Chair takes office.

c. Vice Chair of the Board of Directors. In the event of a vacancy in the office of Vice Chair of the Board of Directors, the Board of Directors shall appoint an Acting Vice Chair from among the Directors to serve until such time as a duly elected Vice Chair takes office.

d. Secretary and/or Treasurer and/or Other Officers Not Specified in Paragraphs a, b, or c above. In the event of a vacancy in the office(s) of Secretary and/or Treasurer, and/or Other Officers not specified in paragraphs a, b, or c above, the Board of Directors shall appoint an Acting Secretary, Acting Treasurer, and/or Acting Other Officer to serve until such time as a duly elected officer takes office.

ARTICLE IX - Salaries, Compensation, and Indemnification

1. Member Representatives and Directors shall receive no compensation, but shall be reimbursed for travel expenses for attendance at regular and special meetings or at meetings of any committee of the Directors or on any other business of the Corporation, in such manner as the Directors may from time to time establish as the travel policy of the Corporation.
2. Officers and subordinate employees shall receive such compensation as the Directors from time to time may determine; provided that the Directors may delegate to the President the power to hire subordinate employees and fix their compensation.
3. The Corporation agrees to indemnify and hold harmless its Member Institutions and any person who was, now is, or may hereafter be a Member Representative, Director, Officer, employee, or agent of the Corporation against any and all civil or criminal claims and liabilities, incurred in the course of or as a result of the good faith discharge of their respective duties. The Corporation shall reimburse each such Member Institution and person for all legal and other expenses which that Member Institution or person reasonably incurs in connection with any such claim or liability. The Corporation may purchase and maintain insurance to indemnify the Corporation and its Member Institutions, Member Representatives, Directors, Officers, employees, or agents to the full extent such indemnification is permitted by law.

ARTICLE X - Financial Instruments

All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers as the Board of Directors may from time to time designate.

ARTICLE XI - Fiscal Year

The fiscal year of the Corporation shall be October 1st through the following September 30th of each year.

ARTICLE XII - Corporate Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall bear the name of the Corporation and words and figures indicating the year and state in which the Corporation was incorporated and such other words and figures as the Board of Directors may approve and adopt.

ARTICLE XIII - No Limitation on Powers

Nothing in these By-Laws shall limit any power conferred on the Corporation by the laws of the State of Arizona now or hereafter enacted.

ARTICLE XIV - Amendments

These By-Laws may be altered or amended by an affirmative vote of three-fourths of the Member Representatives or by majority vote of the Board of Directors entitled to vote at any meeting of the Member Representatives or Board of Directors, respectively, if notice of the proposed alteration or amendment be contained in the notice of the meeting. However, the Board of Directors may not amend any portion of any By-Law that specifies rights or responsibilities of the Member Representatives. Any such amendments are specifically reserved for action by the Member Representatives.

AURA By-Laws - Attachment 1

DEFINITIONS OF TERMS

1. **Administrator.** A Member Representative, Director, member of any Nominating Committee, or member of any Management Council may be counted as an Administrator if he or she has an academic degree and/or extensive experience in management, administration, business, law, or science policy in senior positions.
2. **Scientist.** A Member Representative, Director, member of any Nominating Committee, or member of any Management Council may be counted as a scientist if he or she has a Ph.D. in astronomy, astrophysics, or a related field of the physical sciences or equivalent experience, and if he or she is personally involved in research in astronomy or astrophysics.