

**BY-LAWS OF
BLUE SKY INSTITUTE**

**ARTICLE I
NAME/PURPOSE**

Section 1: The name of the organization shall be Blue Sky Institute.

Section 2: Blue Sky Institute is organized exclusively for educational purposes, more specifically to raise the overall level of education in pursuit of the advancement of the welfare of the human race.

**ARTICLE II
MEMBERSHIP**

Section 1: Membership shall consist only of the members of Board of Trustees and all other interested parties approved by the Board of Trustees.

**ARTICLE III
ANNUAL MEETING**

Section 1: Annual Meeting: The date of the regular annual meeting shall be set by the Board of Trustees which shall set the time and place.

Section 2: Special Meetings: Special meetings shall be called by the Chair of the Executive Committee.

Section 3: Notice of Meetings: Notice of each meeting shall be given to each voting member not less than 10 days prior to the established meeting.

**ARTICE IV
BOARD OF TRUSTEES**

Section 1: Board Role/Size/Compensation: The Board is responsible for overall policy and direction of the organization and delegates responsibility for day-to-day operations to the Executive Officers and committees. The Board shall have up to twelve and not fewer than five members. The Board receives no compensation other than reasonable expenses.

Section 2: Meetings: The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: Board Elections: Election of new trustees or election of current trustees to a second term will occur as the first item of business at the annual meeting of the institute. Trustees will be elected by a majority vote of the current trustees.

Section 4: Terms: All Board members shall serve four year terms, but are eligible for re-election.

Section 5: Quorum: A quorum must be attended by at least eighty percent of the Board members

before business can be transacted or motions made or passed.

Section 6: Notice: An official Board meeting requires that each Board member have written notice ten days in advance of established meeting.

Section 7: Office and Duties: There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice Chair, Secretary and Treasurer.

The Vice Chair will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring the corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies: When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation/Termination/Absences: Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining trustees.

Section 10: Special Meetings: Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least two weeks in advance.

ARTICLE V COMMITTEES

Section 1: The Board may create committees as needed. The Board Chair appoints all committee chairs.

Section 2: The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Trustees in the intervals between meetings of the Board of Trustees, subject to the direction and control of the Board of Trustees.

Section 3: Finance Committee: The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE VI AMENDMENTS

Section 1: These By-Laws may be amended when necessary by a two-thirds majority of the Board of Trustees. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These By-Laws were approved at a meeting of the Board of Trustees of Blue Sky Institute on _____, 2000.