

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.