The Western Association for Stellar Photography.

Copy of Affidavit of Incorporation.

State of Colorado }
County of El Paso } ss.

I do solemnly swear that at a meeting of The Western Association for Stellar Photography, held at Colorado Springs, in El Paso County in the State of Colorado on the twenty fourth day of October, A.D. 1904, for that ~~purpose~~, the following persons were elected directors: Edward C. Pickering, Herbert A. Howe Frank H. Loud Edward W. [illegible] and Otis S. Johnson; that at such meeting the said Association adopted as its corporate name The Western Association for Stellar Photography; that the said Association is organized for educational purposes; that the amount of the capital stock of such Association is ten thousand dollars, ($10 000.00), divided into one thousand shares of the par value of ten dollars ($10.00) each; and that at such meeting this affiant acted as secretary.

Frank H. Loud.

Subscribed and sworn to this twenty fourth day of October A.D. 1904.

By-Laws
of the Western Association for Stellar Photography.

I.

Sec. 1. The name of this Association is, as stated in its affidavit of incorporation, The Western Association for Stellar Photography.

II.

[Sec 2 added, April 28, 1905] [See Minutes, p. 12]

Sec. 1. The objects for which this association is organized are: to promote astronomical science chiefly by photographic methods; to give instruction in practical astronomy; and to discharge in relation to the science of astronomy and the art of stellar photography all the functions of a College or other similar institution, except the conferring of degrees.

III.

Sec. 1. The Annual Meeting shall be held on the fourth Monday of October in each year at such place as the Directors may determine, and it shall be the duty of the Secretary to give due notice thereof. If for any reason the Annual Meeting is not held at such time, it shall be held at any time thereafter when called by the Board of directors or by any three of the stockholders.

IV.

Sec. 1. Stockholders may vote at all meetings either in person or by proxy, and each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the Association at the time of such meeting, and stockholders holding a majority of the stock then issued shall be necessary to constitute a quorum. A stockholder voting by proxy at the annual meeting or at any meeting held for the election of directors, must file a notice of such proxy with the secretary a week at least before the date of the meeting.

V.

Sec. 1. The Board of Directors shall consist of five members, who shall be stockholders, and who after the first year, shall be elected annually by the stockholders at the Annual Meeting or at such other time thereafter as a special meeting may be called for that purpose.

Sec. 2. Any vacancy in the Board of Directors shall be filled until the next general election by the remaining members of the board or a majority thereof.

Sec. 3. If at any time there shall not be a majority of the Board of Directors who can be present at a meeting, then the President or Secretary may send to the members of the Board any resolutions which might be brought before any meeting of the Board; and the reply in writing of each member shall be considered as his vote thereon, and have all the effect of a vote cast at any regular meeting; and a majority of all the members of the Board voting affirmatively shall be necessary to carry any resolution so voted upon.

Sec. 4. In case of a division in the vote of the members present at a meeting of the Board, then at the request of any one of them the question shall be referred to all the members as provided by the previous Section.

VI.

Sec. 1. The officers of this Association shall be elected by the Board of Directors and shall be a President, Vice President, Secretary and Treasurer. Any two of these positions may be filled by the same person.

Sec. 2. The President, when present, shall preside at all meetings of the Board of Directors and shall have general charge and supervision of the work of the Association.

Sec. 3. In the absence of the President the Vice President shall perform the duties of president, and in the absence of both President and Vice President the Secretary shall perform such duties.

VII.

Sec. 1. The Secretary shall keep a record of the meetings of the Board of Directors and of the stockholders, and shall carry on the correspondence of the society and perform such other duties as are usually connected with the office of Secretary.

Sec. 2. The Treasurer shall have custody of the funds of the Association and disburse the same under the direction of the Board of Directors and shall make full report to the Board and the stockholders when required to do so.

VIII.

Sec. 1. The capital stock of this Association shall be of the amount of ten thousand (10 000=) dollars divided into one thousand shares of a par value of ten (10=) dollars each, and each and all of said shares shall be non-assessable after the par value of the same has once been paid in full to this Association.

[Sec. 2 added April 28, 1905] IX. [See Minutes, p. 12]

Sec. 1. The stock of this Association shall be transferable only by entry duly made on the books of this Company.

Sec. 2. If any certificate is lost a new one may be issued therefor or a transfer thereof allowed only as shall be determined by the Board of Directors.

X.

Sec. 1. These By-laws may be altered, amended or repealed by a majority of the whole Board of Directors.

Organization.

At a meeting held in the office of Otis S. Johnson, Esq. at Colorado Springs, Colo, on the 24th day of October A.D. 1904, Otis S. Johnson, Esq. was elected chairman and Frank H. Loud Secretary.

A resolution was offered and adopted as follows:—

Resolved: that an association be formed under the name of The Mutual Association for Stellar Photography; and that the capital stock of this Association be ten thousand dollars ($10 000.00) divided into a thousand shares of a par value of ten dollars ($10.00) each.

It was voted that we proceed to ballot for directors, to serve for the first year, and until their successors are chosen.

The ballot resulted in the unanimous choice of the following directors: Edward C. Pickering, Herbert A. Howe, Otis S. Johnson, Edward W. Giddings and Frank H. Loud.

It was resolved that the secretary be authorized to file an affidavit of incorporation with the county clerk, as provided by law.

The meeting was then adjourned.

Frank H. Loud, sec'y.

Organization: — continued.

Directors' Meeting.

Following the meeting for organization of the Association (minutes, page 9) there was held a meeting of the directors of the Milton Association for Stellar Photography. Otis S. Johnson Esq. was temporary chairman, and F. H. Loud secretary.

The following resolutions were offered and adopted:

Resolved: That we proceed to adopt bylaws to govern both the directors and the stockholders of the Association.

The Bylaws, (a copy whereof is entered in this book, page 5) having been presented were accepted and adopted.

Resolved: that we proceed to the election of officers.

The officers were unanimously elected by ballot, as follows: —
Edward C. Pickering, President, Herbert A. Howe, Vice President,
Frank H. Loud, Secretary and Treasurer.

Resolved: that the secretary be authorized to procure for the Association the necessary books and stationery.

Resolved: that three shares of stock be issued to Otis S. Johnson, Esq., for services as attorney, in incorporating.

Resolved: that the secretary be authorized to dispose of as much as practicable of the capital stock, at not less than par value.

The meeting was then adjourned.

Frank H. Loud, Sec'y.

Approved:

Otis S. Johnson
E. W. Giddings.
H. A. Howe

December 30 1904.

At a meeting of the directors of the Milton Association for Stellar Photography, held in the office of Mr. E. W. Giddings Colorado Springs, Dec 30. 1904 the following resolution was passed, subject to the approval of a majority of the Board of Directors, in accordance with the by-laws of the Association.

Whereas, sundry gifts of money and material have been made during the years 1903 & '04 for the expenses incurred for stellar photography at the Nob Hill Station,

Resolved: that the treasurer be authorized to give credit for the value of such donations toward the purchase of stock of the Association.

F. H. Loud, Secretary.

To the copy of the foregoing resolution which was circulated among the Directors, the signatures of the following were attached in approval

(Copy of signatures) E. W. Giddings.
H. A. Howe.
Otis S. Johnson.

April 28th 1905.

A meeting of the directors of the Western Association for Stellar Photography was held at this date in Perkins Hall, Colorado College. A majority of the directors were present, viz.— Vice President H. A. Howe, Otis S. Johnson and Frank H. Lord.

The meeting was called to order by the Vice President. The minutes of the preceding meeting were read and approved.

The following resolutions were passed, in each case by a unanimous vote:—

Resolved: That the By-laws be, and they are hereby amended by the addition of the two following sections, in the places indicated, to wit:—

Article I, Section 2. The seal of the Association shall consist of the words, "The Western Association for Stellar Photography" encircling a field bearing the six principal stars in the group of the Pleiades, in their relative positions as reproduced from one of the Association's photographs, an impression of which seal is attached hereto.

Article VIII, Section 2. The certificates of stock of this Association shall be signed by the President or the Vice President, and shall bear the impression of the seal of the Association, which shall be attested by the signature of the Secretary.

Resolved: That the Secretary be and he is hereby authorized to have printed at the expense of the Association a sufficient number of copies of the annexed form of power of attorney, viz:—

"I, - - - - - - - - - -, do hereby appoint Frank H. Lord, or such
"person or persons as he shall designate, my true and lawful attorney in fact,
"for me and in my name to vote at all stockholders' meetings of the Western
"Association for Stellar Photography, at which I shall not be personally present,
"including the annual meetings for the election of directors, and to exercise in
"all ways the same powers which I might exercise if present; and this
"power of attorney shall stand good until revoked by notice in writing

"to the Secretary of the Association, the said notice to be given two weeks
"at least prior to the meeting of stockholders.

- - - - - - - - - - - - - - -"

Resolved:— That one share of stock in the Association be granted to Frank C. Jordan for his services in aid of the photographic work.

Resolved:— That the Secretary be and he is hereby authorized and directed to purchase from the Harvard College Observatory as soon as may be, on substantially the terms outlined by the Director of the said Observatory in his letter of recent date the instruments now in use at the station on Nob Hill, and afterward to purchase also such accessory apparatus as may be advantageous in the preparation or utilization of the plates obtained from this instrument; provided, that such purchases be made only with the funds at hand from the sale of shares, in no case involving the Association in any debt or liability.

Resolved:— That the Secretary be and he is hereby authorized and instructed to make such arrangements with the Director of the Harvard College Observatory in regard to necessary photographic supplies, and in regard to the ultimate disposition of the plates as shall seem best adapted, while conserving the highest scientific utility of the output of the station, to secure to the Association as large a permanent interest in the same as it may equitably claim. And no such arrangement, relating to the permanent disposition of the photographs taken at the station, shall be binding upon the Association until approved by a majority of the Board of Directors.

After the adoption of the foregoing five resolutions, the meeting adjourned.

Frank H. Lord, Secretary.

Annual Meeting, 1905.

Due notice having been given by the Secretary, the annual meeting of the Western Association for Stellar Photography was held on Monday, October 23d 1905 at 3 P.M. at the office of Mr. E. W. Giddings at Colorado Springs. There were present Edw. Giddings, representing thirteen shares, and F H Lord representing six shares in his own name and seven others in virtue of the proxies of J A Hayes, T. P. Barber, F. C. Jordan and W. A. Otis. These 26 shares constituting a majority of the 46 shares issued, sufficed for the purpose of a quorum. By unanimous consent, the proxies of E. C. Pickering and F. T. F. Lovejoy were accepted, though dated later than the limit of time prescribed by the By laws. The whole number of shares represented was thus increased to 36 out of a total of 46.

The meeting was called to order by the Secretary, and Mr. E. W. Giddings was chosen as chairman.

The minutes of the meeting for organization, held Oct 24. 1904 were presented. On motion, the reading of the minutes was dispensed with.

The treasurer's report was presented, showing receipts for the year \$$328^{45}$ expenditures 243^{16}, cash on hand 85^{29}. To this was prefixed an account of the receipts and expenditures on account of the Nob Hill station, prior to the organization of the

Association: the receipts amounting to 129^{87}, balanced by expenditures of an equal amount.

The Secretary made a report giving a general account of the affairs of the Association, comprising the main facts of its history for the year, with the present outlook.

It was voted that this report be printed at the discretion of the Secretary, to be circulated for the information of the public.

The election of Directors followed. The election was by ballot, and resulted in the unanimous choice of Edward C. Pickering, Herbert A Howe, Edw. W. Giddings, Thomas P. Barber, and Frank H. Lord.

The resolutions, a copy whereof is appended, were moved and in each case unanimously passed. Those relating to the gift of land by Mr. Thomas H. Savery were regarded as moved by Pres. E. C. Pickering, he having suggested their adoption in a letter. Those relating to the death of Mr. Otis S. Johnson had also received his written approval.

The resolutions were as follows:—

Whereas, this Association has received from Mr. Thomas H. Savery of Wilmington, Del., the gift of four lots in the Grand View Addition to the city of Colorado Springs, excellently adapted for the site of an observatory building:—

Resolved: That we accept with hearty thanks this valuable donation, and assure the giver of our purpose to realize in our use of it his worthy intentions for the good of science.

Resolved: That the Secretary be instructed to spread this resolution upon the minutes of the Association, and to transmit a copy thereof to Mr. Savery.

[The copy therein directed to be sent to Mr. Savery was mailed on Oct. 28. 1905]

Whereas, Otis S. Johnson, a member of this Association and of its Board of Directors from the time of its organization, and a most efficient and valuable friend of its work, has been removed by death,

Resolved: That it is the desire of the members of this Association to place upon record our appreciation of his admirable qualities of head and heart, and of that broad and generous sympathy of which his sincere interest in the advancement of science was but a single index. We deeply lament the loss which we sustain, not only in our associated capacity, but personally, and as members of the community of which he was a valued citizen.

Resolved: That the Secretary be instructed to enter this resolution upon the minutes of the Association, and to transmit a copy to the widow of our late colleague, in token of our respectful sympathy.

Copy mailed Oct 28. /05.

After the adoption of these resolutions, the meeting of the Association adjourned.

Director's Meeting.

Immediately after the adjournment of the annual meeting of the Association, a meeting of the Directors was called in the same place. The Secretary presided, as provided by the By-laws. Present, E.W. Giddings + F.H. Loud.

A ballot was held for the election of officers, which resulted in the choice of Edward C Pickering for President, Herbert A Howe for Vice President and Frank H. Loud for Secretary and Treasurer.

The following resolution was passed:—

Resolved: That the Board of Directors heartily concur in the vote of the Association, thanking Mr. T.H. Savery for

his generous gift of four lots of land, and

Resolved: That in testimony of our appreciation of the same, the Secretary be authorized and directed to issue four shares of the Association's stock to Mr. Thos. H. Savery of Wilmington, Del., and two shares to his son Mr. T.H. Savery jr. of Denver.

It was also *Voted*, that the action of the Secretary in issuing one share of stock to the Rev. Walter S. Rudolph, in recognition of his service to the Association in introducing it to the favorable consideration of Mr. Savery, be approved and made the action of the Board.

The meeting of Directors was then adjourned.