

BYLAWS OF THE NATIONAL SPACE SOCIETY
(November 2010; last revised November 2010)

ARTICLE I — NAME, LOCATION AND GENERAL ORGANIZATIONAL STRUCTURE

Section 1. The name of the organization shall be NATIONAL SPACE SOCIETY, a non-profit corporation incorporated in the District of Columbia. Any reference in these Bylaws to the “Society” shall be deemed to mean the NATIONAL SPACE SOCIETY.

Section 2. The office of the Society shall be located in the District of Columbia and/or such other localities as may be determined by the Board of Directors.

Section 3. The Society shall have the following Boards, Committees, and Executive staff which are designated in subsequent Articles of these Bylaws: Board of Directors, Board of Governors, Board of Advisors, Executive Committee, Nominations Committee, and Policy Committee, and an Executive Director. Additional subsidiary bodies of the Society may be established as provided in these Bylaws.

ARTICLE II — OBJECTIVES

Section 1. The objectives of this Society shall be, but are not limited to:

(a) The creation of a space-faring civilization which will establish communities beyond Earth; promotion of the earliest possible establishment of self-sustaining human settlements in space; promotion of large-scale industrialization and private enterprise in space;

(b) The promotion of interest in space exploration, research, development, and habitation, through the media of conferences, the press, library and museum exhibits, and other literary and educational means;

(c) The support, by funding or otherwise, of scholarships, lectureships, libraries, museums and other means of encouraging the study of space and related technologies;

(d) The stimulation of the advancement and development of applications of space and related technologies;

(e) The bringing together of persons from government, industry, educational institutions, the press, and other walks of life for the exchange of information;

(f) Informing the public at large on space and related technology matters; and

(g) The provision of suitable recognition and honor to individuals and organizations which have contributed to the advancement of space research, development, habitation and exploration, as well as scientific and technological developments related thereto.

Section 2. In furtherance of the foregoing objectives, the Society may conduct or engage in any and all lawful activities which may be conducted by nonprofit corporations pursuant to the laws of the District of Columbia.

ARTICLE III — MEMBERSHIP

Section 1. Qualification: Any person or institution shall be accepted for membership in the Society, in the appropriate class of membership, without discrimination, at the time that the requisite dues for the particular class of membership have been received by the Society (unless such membership has been previously revoked in accordance with Article III Section 6).

Section 2. Membership Classes: The Society shall have the following membership classes:

(a) Regular Membership: Regular membership shall be available to any person who pays the regular membership dues.

(b) Student and Senior Membership: Student membership shall be available to any individual who is a full time student, or is below the age of 22 years, and who pays the student membership dues. Senior membership shall be available to any individual who is at or above the age of 65 years and who pays the senior membership dues.

(c) Institutional Membership: Institutional membership shall be available to institutions which pay institutional membership dues. Examples of such institutions are corporations, partnerships, unions, and other groups, associations, and agencies.

(d) Life Membership: Applications for life memberships will not be accepted. Such memberships now in existence will be honored. Life membership may be conferred, by unanimous act of the Executive Committee or by a majority vote of the Board of Directors, upon persons who make conspicuous and outstanding contributions to the objectives of the Society.

Section 3. Additional Categories of Membership: The Board of Directors, by majority vote, may establish or eliminate additional classes or categories of membership as may be deemed appropriate by the Board.

Section 4. Annual Conference: The Society shall hold an annual Conference. The time, place, and other particulars of this event shall be determined by the Executive Committee to the extent not determined by these Bylaws. The Executive Committee may delegate all or part of its authority concerning the annual conference to others, such as to a conference committee.

Section 5. Resignation: Resignation of members shall be made in writing to the Executive Director and the resignation shall become effective when received or as otherwise stated therein; however, such resignation shall not entitle the resigning member to a refund or cancellation of dues paid or

owed, nor forgiveness or cancellation of any other indebtedness to the Society. Further, such resigning member shall not have the right to vote in any matter submitted to the membership for a vote during the period of time between the tendering of such resignation and the effective date thereof.

Section 6. Revocation of Membership: The Board of Directors, by majority vote only, shall have the authority to revoke the membership of any individual or institution. In the event such action is taken by the Board of Directors, then any votes of such members which have been cast in a vote of the membership conducted by mail, such as in a Board of Directors election, shall become immediately invalid, if the final count for the vote in question has not been completed. The Chairman of the Executive Committee may make recommendation to the Board of Directors that such action be taken. Prior to recommending revocation of membership, the Chairman of the Executive Committee shall send by first class mail written notice to the affected member(s). The notice shall include:

(a) A brief outline of the information on which the Chairman of the Executive Committee is acting;

(b) The fact that revocation of membership will be recommended to the Board of Directors not earlier than thirty (30) days and not later than sixty (60) days after postmark of the written notice, unless the affected member shows cause why this action should not be taken;

(c) A request that the affected member provide the Chairman of the Executive Committee with any information which should be considered by the Directors prior to their acting on the recommendation.

Section 7. Establishment of Dues: Membership dues for all classes of membership shall be established by the Board of Directors.

Section 8. Delinquency and Cancellation: Any member whose dues are in arrears for two months shall cease to have membership in the Society.

Section 9. Power to Waive: The Board of Directors may cancel or waive any dues, assessments, or other indebtedness of a member for any period.

ARTICLE IV — CHAPTERS

Section 1. Definition: A chapter is an incorporated or unincorporated association of persons who have joined together to further the interests of the National Space Society and which has been issued a Chapter Certificate by the Society.

Section 2. Chapter Rules: The bylaws, acts, and decisions of all chapters must be in accordance with the National Space Society's Articles of Incorporation and these Bylaws, with any act of the Board of Directors, and with "The National Space Society Chapter Rules" which document shall be

maintained by the Board of Directors. "The National Space Society Chapter Rules" may be amended only by majority vote of the Board of Directors.

Section 3. Chapters Coordinator: The Chairman of the Executive Committee shall appoint and may remove a Chapters Coordinator to assist the Executive Committee in conducting chapter affairs.

Section 4. Dues Rebates and Recruitment Incentives: The Board of Directors shall set forth in "The National Space Society Chapter Rules" the allocation of dues paid by members to be rebated to each local chapter as a recruitment incentive or for other purposes as may be deemed appropriate by the Board of Directors. Such rebate shall be paid to each local chapter or organizational element at such times as the Board of Directors may determine. Local chapters may establish local chapter dues to support their activities. Membership in the Society shall not be dependent upon membership in any local chapter, nor shall the payment of any local chapter dues be required as a condition to membership in the Society.

ARTICLE V — BOARD OF DIRECTORS

Section 1. Authority and Responsibility: The affairs of the Society shall be governed by the Board of Directors. The Board of Directors shall be responsible for the overall supervision, control, direction and governance of the property, activities, and affairs of the Society, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds; shall adopt such rules and regulations for the conduct of the Society's lawful activities and business as shall be deemed advisable; and may take any other legal action to promote the Society's welfare. Members of the Board or their agents may inspect the books of the Society for any appropriate purpose at any reasonable time. The Board of Directors shall have the authority to supersede and to exercise the powers, except the right to vote and the right to be counted as part of a quorum, of the Executive Committee and its Chairman, and shall have the authority, but only by majority vote, to supersede and to exercise the powers, except the right to vote and the right to be counted as part of a quorum, of all other Boards, Committees, Councils, and Officers of the Society.

Section 2. Composition: The voting members of the Board of Directors shall consist of the At-Large Board Members elected by the general membership and the Regional Board Members elected by the members of the regions as provided for in these Bylaws. Members of the Board of Directors must be members of the Society throughout their term of office. To be eligible for election to the Board of Directors as At-Large Members or Regional Members, individuals must be members of the Society at the time of their nomination and at the time the election is completed. To be eligible for election to a Regional Board position, an individual must be a resident of that region on February 1 of the year of the election. In order

to be a resident of a particular region, an individual must qualify as a legal resident of that region and must normally live within that region more than in any other region. The geographic description of the regions shall be determined by majority vote of the Board of Directors.

Section 3. Election and Term:

(a) One Regional Director shall be elected from each of the eight (8) regions by members residing in those regions, respectively, for terms of two years which expire in every even-numbered year. No Regional Director who has served all or part of a two-year term shall be eligible for re-election as an At-Large or Regional Board member until the Board of Directors election which occurs approximately two years after completion of his or her term of office.

(b) Twenty four (24) At-Large Directors shall be elected by the members of the Society for terms of four (4) years. These twenty four (24) directors shall be elected in such manner that the terms of office of twelve (12) such At-Large Directors shall expire every even-numbered year. An individual may serve any number of successive terms of office on the At-Large board and may also serve a term as a Regional Board member immediately following a period of time as an At-Large Board member. Each director shall take office on the date of their election.

Section 4. Quorum of the Board: At any meeting of the Board of Directors, one-half of the voting members of the Board shall constitute a quorum for the transaction of the business of the Society. The vote required for the Board of Directors to act is (a) more than half of the voting members present at a face-to-face meeting in which a quorum is present, or (b) in the case of a mail vote, more than half of the voting members who vote in a vote by mail in which at least half of the voting members vote, including abstentions (provided, however, that wherever the Articles of Incorporation, the Bylaws, or documents referenced by title therein, except Robert's Rules, require a majority or two-thirds vote, such requirement shall be deemed to mean a majority or two-thirds vote of the entire voting Board of Directors).

Section 5. Meetings of the Board: A regular meeting of the Board of Directors shall be held in conjunction with the Annual Conference. Other meetings of the Board shall be special meetings. The exact time and place of all regular Board meetings, and other particulars concerning such meetings shall be determined by the Executive Committee, to the extent that these particulars are not determined by these Bylaws. All meetings of the Board of Directors must be face-to-face meetings. Votes of the Board of Directors by mail, not to be considered a meeting of the Board of Directors, may be carried out in accordance with the procedures given in, or referred to, by these Bylaws.

Section 6. Call and Notice of Meetings: Special meetings of the Board may only be called by majority vote of the Board of Directors. Notice of all meetings of the Board shall be issued by the Secretary and sent by first class mail, or air mail in the

case of a Director not residing in the United States, to the last known address of each Director not less than forty (40) nor more than sixty (60) days before the meeting is to be held. The notice shall specify the time and location of the meeting, and in the case of a special meeting, the exact text of any question proposed to be voted on at the meeting. Any particulars concerning special meetings that are not specified in the motion used to call the meeting, or specified in these Bylaws, shall be determined by the Executive Committee. A Director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 7. Voting: A Director's vote and right to be counted as part of a quorum shall not be delegated to another nor exercised by proxy.

Section 8. Approval of Minutes: The minutes of any meeting of any board, committee, or council of the Society may be approved by an act of the board, committee, or council in question.

Section 9. Voting By Mail: The Board of Directors may vote by mail in accordance with these Bylaws and the "Rules for Mail Votes", which document shall be maintained by the Board of Directors and which may be amended only by majority vote of the Board of Directors.

Section 10. Vacancies and Removal: If the office of any Director shall for any cause become vacant, the unexpired portion of the term may be filled by a qualified person receiving a majority vote of the Board of Directors. The Board of Directors may in its discretion, by affirmative vote of two-thirds of its voting members, remove any director for cause.

Section 11. Ex-Officio Members: Any member of the Executive Committee (including ex-officio members) who is not an elected member of the Board of Directors shall be an ex-officio member thereof, without voting powers and without the right to be counted as part of a quorum. Ex-officio members of the Board shall receive notice of and be permitted to attend meetings and join in discussions, and shall receive Board mail correspondence, including copies of motions to be voted on by mail.

Section 12. Compensation: Directors shall not receive any compensation for their services, but the Board may, by resolution, authorize a policy that provides for fair and reasonable reimbursement of expenses incurred in the performance of their duties. Reimbursable expenses shall be budgeted and the budget approved by the Treasurer and the Chairman of the Executive Committee, prior to being incurred. Nothing herein shall preclude a Director from serving the Society in any other capacity and receiving fair and reasonable compensation for such services.

Section 13. Conflict of Interest: A member of the Board of Directors may not authorize or vote in any Board, Committee or other body of the Society, in favor of a payment by the Society to him or herself, for any reason including wages and reimbursement of expenses.

ARTICLE VI — EXECUTIVE COMMITTEE

Section 1. Authority and Responsibility: The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except where, according to the Society's Articles of Incorporation, these Bylaws, or documents (except Robert's Rules) referred to by title in these Bylaws, a majority or more of the Board is required for the Board to act. All acts of the Executive Committee shall be in accordance with prior acts of the Board of Directors and shall be reported by the Secretary to the Board by mail or at the next Board meeting. The Board of Directors shall retain final authority and responsibility for actions of the Executive Committee and shall be able to exercise this authority by an act of the Board.

Section 2. Composition and Election: The voting members of the Executive Committee shall consist of the twelve (12) elected Officers, other than the General Counsel and Assistant Officers, as set forth in Article VII, Section 1.

Section 3. Quorum and Call of Meetings: One-half of the voting members of the Executive Committee shall constitute a quorum. The vote required for the Executive Committee to act shall be more than one-half of the voting members present at a meeting at which a quorum is present, unless for the type of act in question, a vote of a greater number is required by these Bylaws or by documents (except Robert's Rules) referred to by name in these Bylaws. The Chairman of the Executive Committee shall call such meetings of the Executive Committee as the business of the Society may require, or a telephone conference meeting shall be called by the Chairman of the Executive Committee or the President of the Society, upon request of any three members of the Executive Committee. The Executive Committee may hold face-to-face meetings or meetings by telephone conference wherein all members participating can hear one another. Action of the Executive Committee may be taken without a meeting, provided a majority consent to such action in writing and those writings are filed with the minutes of the proceedings of the Executive Committee.

Section 4. Notice of Meetings: The notice for a meeting of the Executive Committee shall specify the time, type (face-to-face or telephone conference), and if relevant, the location of the meeting. Notice of face-to-face meetings shall be sent by first-class mail, by the Secretary, to all members of the Executive Committee who reside in the United States and by air-mail to those who do not, not less than forty (40) nor more than sixty (60) days before the meeting is to be held. Notice of telephone conference meetings shall be given by telephone or telegram (or mailgram or similar form of communication), by the Secretary, to all members of the Executive Committee,

at least five (5) days before the meeting is to be held, or by air mail postmarked at least ten (10) days before the meeting is to be held. An Executive Committee member's participation in any meeting shall constitute a waiver of notice of such meeting, excepting such participation in a meeting by the Executive Committee member for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 5. Vacancies: Any vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article VII, Section 6. Any committee member so elected to fill a vacancy shall serve the unexpired term of the predecessor.

Section 6. Authorized Signatures: The Executive Committee, by majority vote, shall designate those individuals who shall have full authority to sign checks or other monetary drafts of record on behalf of the Society. The Treasurer shall be one of such designated signatories. Any draft or check below the ceiling amount need have only one (1) such designated signatory. Any draft or check at or above the ceiling amount must have no fewer than two (2) of such designated signatories, one of whom must be an officer or a member of the Board of Directors of the Society. The ceiling amount shall be set from time to time by the Board of Directors. Such checks or drafts must be used for the disbursement of all Society funds and may only be written for purposes properly authorized and in accordance with these Bylaws.

ARTICLE VII — OFFICERS

Section 1. Elected Officers: The elected officers of this Society shall be a Chairman of the Board of Directors, Chairman of the Board of Governors, President, Chairman of the Executive Committee, Executive Vice President, Senior Vice President, four (4) Vice Presidents, General Counsel, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer.

Section 2. Qualifications for Office: Any member of the Society shall be eligible for nomination and election to any elective office of this Society, provided the member shall have served at least one (1) year as a member of the Board of Directors at any time prior to any elective term of office. The Board of Directors may, by majority vote, waive the requirement for prior service on the Board of Directors for a specific candidate or election.

Section 3. Term of Office: Each elected officer shall take office immediately upon election and shall serve for a term of approximately two years or until their successor is duly elected. Each elected officer may serve concurrently as a member of the Board of Directors.

Section 4. Election: As soon as reasonable, but not more than thirty (30) days after the Board of Directors election has been completed, candidates shall be nominated by the Executive Committee for the Officers election. Any voting member of

the Board of Directors may nominate additional candidates for the Officers election. A nomination must be made unambiguously for a given office; the four (4) offices of Vice President can be distinguished for this purpose by the name of their current occupants. The Officers election will be held as soon as reasonable by mail vote in accordance with the "Rules for Mail Votes", which shall be maintained by the Board of Directors as specified under Article V Section 9 of these Bylaws. A majority vote of the Board of Directors in favor of a particular nominee is required to elect that nominee as an Officer. If no candidate for a given office receives a majority vote, then the individual holding the office immediately before the Officers election in question shall be deemed to be re-elected. If that individual is unwilling, unable, or ineligible to serve, then the office shall be declared vacant until filled in accordance with Article VII, Section 6 of these Bylaws.

Section 5. Re-Election: Officers shall be eligible for re-election without limitation.

Section 6. Vacancies and Removal: A vacancy in any elective office may be filled for the balance of the term thereof by a person selected by majority vote of the Board of Directors. The Executive Committee shall appoint, by majority vote, an individual to carry out the duties of a vacant elective office prior to the Board filling the vacancy, where this is necessary to conduct the affairs of the Society. The Board of Directors, in its discretion, by majority vote only, may remove any officer from office.

Section 7. Delegation of Authority: An Officer may delegate all or part of his or her authority, except (a) the right to vote, (b) the right to be counted as part of a quorum, and (c) the authority to sign checks or monetary drafts, to one or more individuals who may be member volunteers or employees of the Society.

Section 8. Compensation: Officers shall not receive compensation for their services, but the Board of Directors may, by resolution, authorize a policy of fair and reasonable reimbursement of expenses incurred in the performance of their duties. Reimbursable expenses shall be budgeted and the budget approved by the Treasurer and the Chairman of the Executive Committee, prior to being incurred. Nothing herein shall preclude an officer from serving the Society in any other capacity and receiving fair and reasonable compensation for such services.

Section 9. Conflict of Interest: An Officer of the Society may not authorize or vote in any Board, Committee or other body of the Society, in favor of a payment by the Society to him or herself, for any reason including wages and reimbursement of expenses.

ARTICLE VIII — DUTIES OF OFFICERS

Section 1. Chairman of the Board of Directors: The Chairman of the Board of Directors shall chair meetings of the Board of Directors.

Section 2. Chairman of the Board of Governors: The Chairman of the Board of Governors shall chair meetings, if any, of the Board of Governors.

Section 3. President: The President shall be the primary spokesperson for the Society. The President shall preside at all general meetings of the Society and may choose to serve as an ex-officio member, without the right to vote or the right to be counted as part of a quorum, on any Committee of the Society except the Nominating Committee. The President shall make on behalf of the Board an annual report to the membership at the Annual Conference of the Society, and at such other times as may be deemed proper, may communicate to the members such matters and make such suggestions as may, in the President's opinion, tend to promote the welfare and further the goals and objectives of the Society. The President shall perform such other duties as may be prescribed under these Bylaws or by the Board of Directors.

Section 4. Chairman of the Executive Committee: The Chairman of the Executive Committee shall chair meetings of the Executive Committee. The Chairman of the Executive Committee shall be responsible for execution of the acts of the Executive Committee and shall exercise the authority of the Executive Committee between meetings and telephone conferences of the Committee, except in cases where, by the terms of these Bylaws or documents referenced by title therein (except Robert's Rules) a majority vote of the Executive Committee is required to act. Such exercise of authority shall be in accordance with prior acts of the Executive Committee and the Board of Directors. The Chairman of the Executive Committee shall keep the Executive Director informed of all actions taken and to the extent practical shall work through the Executive Director and Headquarters staff.

Section 5. Executive Vice President: The Executive Vice President shall serve as the Chairman of the Policy Committee described in Article IX of these Bylaws, or shall appoint, subject to approval of the Executive Committee, a Chairman to serve in his place and stead, for a term of office which shall end at the completion of the next officers election. The Executive Vice President shall, in cooperation with the Secretary, monitor mail votes of the Board of Directors or the Membership, in accordance with the document "Rules for Mail Votes" referred to in Article V, Section 9 of these Bylaws. The Executive Vice President shall keep the Executive Director informed of all actions taken and to the extent practical shall work through the Executive Director and staff of the Society.

Section 6. Senior Vice President: The duties of the Senior Vice President shall be as delegated to him or her by the Board of Directors. The Senior Vice President shall perform the duties of the President in the event of the President's inability to serve.

Section 7. Vice Presidents: There shall be four (4) Vice Presidents who shall:

(a) Be designated at the discretion of the Board of Directors or Executive Committee to serve as official representatives of the Society at conferences, meetings of the chapters, regional meetings, meetings of other groups, and other such occasions as may be prescribed by the Board of Directors or the Executive Committee; and

(b) Be responsible for such duties as are individually assigned to them by the Board of Directors or the Executive Committee.

Section 8. General Counsel: The General Counsel shall be the principal legal advisor for the Society and shall provide such advice and perform such other duties as may be prescribed by the Board of Directors or the Executive Committee. The General Counsel shall serve as an ex-officio member, without the right to vote or to be counted as part of a quorum, of the Executive Committee.

Section 9. Secretary: The Secretary shall be in charge of maintaining originals and copies of the Society's records and shall:

(a) See to the proper recording of proceedings of meetings of the Board of Directors and of the Executive Committee;

(b) Biannually, upon election of the new members of the Board of Directors, distribute to the Board a current, conformed set of these Bylaws;

(c) Be responsible for the proper and legal mailing of notices to the Board of Directors and the Executive Committee;

(d) In cooperation with the Executive Vice President, monitor mail votes of the Board of Directors or the Membership, in accordance with the document "Rules for Mail Votes" referred to in Article V, Section 9 of these Bylaws.

(e) Maintain records of all mail votes of the Board of Directors;

(f) Keep the seal of the Society;

(g) Maintain duplicate copies of all financial records of the Society, and of the records of the Policy Committee; and

(h) Perform such duties as may be specified by the Board of Directors or the Executive Committee.

All duties specified in this section may be delegated by the Secretary to the Executive Director or designated member of the Society's staff.

Section 10. Assistant Secretary: The Assistant Secretary shall perform the duties of the Secretary in the absence of or the inability to act of the Secretary, unless specifically delegated by the Secretary to another person, and shall perform those secretarial duties delegated by the Secretary. The Assistant Secretary shall serve as an ex-officio member, without the right to vote or the right to be counted as part of a quorum, of the Executive Committee. In the absence of the Secretary at any meeting at which the Secretary shall be entitled to vote,

the Assistant Secretary, if present, shall vote in place and stead of the Secretary.

Section 11. Treasurer: The Treasurer shall:

(a) Collect all member dues and/or assessments;

(b) Establish and maintain proper accounting procedures and records for the handling of the Society's funds. The records of the Treasurer shall at all times be subject to inspection and verification by any Officer or other individual duly appointed by the Executive Committee for this purpose;

(c) Be responsible for keeping the funds in such banks, trust companies and/or investments as are approved by the Executive Committee;

(d) Report on the financial condition of the Society at all meetings of the Board of Directors and at other times when called upon by the Executive Committee;

(e) At the end of each fiscal year prepare an annual report which shall reflect an audit of the Society's books and records conducted by a certified public accountant;

(f) At the expiration of the term of office, deliver over to the successor all books, money, and other property in the Treasurer's charge, or, in the absence of a successor, deliver such properties to the President; and

(g) The Treasurer shall budget for and establish a petty cash fund, to be managed by the Executive Director, for use in day-to-day operation of the office of the Society. Disbursements from the petty cash fund shall be by check signed by the Executive Director where practical. No disbursement from this fund shall exceed \$500.

(h) Perform such duties as may be specified by the Board of Directors or the Executive Committee.

All duties specified in this section may be delegated by the Treasurer to the Executive Director or a designated member of the Society's staff.

Section 12. Assistant Treasurer: The Assistant Treasurer shall perform the duties of the Treasurer in the absence of or the inability to act of the Treasurer, unless specifically delegated by the Treasurer to another person, and shall perform those duties delegated by the Treasurer. The Assistant Treasurer shall serve as an ex-officio member, without the right to vote or the right to be counted as part of a quorum, of the Executive Committee. In the absence of the Treasurer at any meeting at which the Treasurer shall be entitled to vote, the Assistant Treasurer, if present, shall vote in place and stead of the Treasurer.

ARTICLE IX — POLICY COMMITTEE

Section 1. Authority and Responsibility: The Policy Committee shall be responsible for determining the general positions of the Society on legislative issues and the strategy

and program through which the Society shall promote these positions. The Policy Committee shall have authority for expenditures for the Society's legislative program, including contracting for lobbying services, from funds set aside by the Executive Committee for such purposes in a duly approved budget. Such funds may also be raised in a fund-raiser or otherwise obtained specifically for legislative purposes. The total legislative program budget shall not exceed five (5) percent of the total annual operating budget of the Society. Legislative program funds shall be budgeted for staff salaries as appropriate where staff personnel are assigned to legislative program tasks. NOTWITHSTANDING ANY PROVISION CONTAINED IN THESE BYLAWS TO THE CONTRARY, the Society, whether through the Policy Committee or otherwise, shall not engage in any activities which are prohibited to nonprofit corporations pursuant to either the Laws of the District of Columbia or the applicable provisions of the Internal Revenue Code.

Section 2. Legislative Action: The Policy Committee shall be responsible for legislative action on behalf of the Society including a phone tree, letter writing, and other types of legislative campaigns. The Policy Committee shall be responsible for developing and maintaining a phone tree and other procedures, including appointment and removal of volunteer legislative action coordinators, and shall have access to the Society's membership lists for these purposes. Costs of accessing and using membership lists shall be paid from the legislative budget.

Section 3. Chairman of the Policy Committee: The Chairman of the Policy Committee shall exercise the authority of the Policy Committee between meetings and telephone conferences of the Committee. Such exercise of authority shall be in accordance with prior acts of the Policy Committee. The Chairman of the Policy Committee may choose to serve as an ex-officio member, without the right to vote or the right to be counted as part of a quorum, of the Executive Committee. The Chairman of the Policy Committee shall, in carrying out the policies of the Policy Committee, determine the legislative action content of the Society's publications and other official communications (such as legislative alerts by letter, phone tree or other means), and control the sale or distribution of lists of all or part of the Society's membership, and of advertising space in the Society's publications, where it can be reasonably expected that such lists or advertising space may be used by a political organization, or for legislative action purposes. Duties of the Chairman of the Policy Committee may be delegated to others including the Executive Director and his/her staff. The Policy Committee as a whole may exercise all of the authority of the Chairman of the Policy Committee except for the authority to chair and call meetings and to select the slate(s) of members for the Policy Committee, as described below in Article IX Sections 4 and 7 of these Bylaws.

Section 4. Committee Members: Number, Appointment, and Term: As soon as reasonable following the Officers election,

the Chairman of the Policy Committee shall select, with the approval of the Executive Committee, a slate of eight (8) or more members of the Policy Committee. To the extent reasonable, this slate shall be composed of persons with experience in legislative bodies or in organizations dealing directly with legislative bodies. This slate, when approved, plus the Chairman of the Policy Committee, shall constitute the voting members of the Policy Committee. The term of service for the members shall be approximately two years. Members may be added to the Committee at any time as recommended by the Chairman of the Policy Committee and approved by the Executive Committee. The term of service for such appointees as well as for the regular members of the Committee shall be until the next Policy Committee slate is selected and approved.

Section 5. Quorum, Meetings, Call, Type, and Notice: The requirements for a quorum, type, call, and notice for meetings of the Policy Committee shall be the same as for the Executive Committee.

Section 6. Secretary: The Secretary of the Policy Committee shall be a member of the Committee and shall be appointed and may be removed by the Chairman of the Committee. The Secretary shall give notice of meetings of the Committee and record and maintain the minutes of such meetings.

Section 7. Vacancies and Removal: If the position of any member of the Policy Committee shall become vacant, the unexpired portion of the term may be filled by the Chairman of the Committee with the approval of the Executive Committee. The Chairman of the Policy Committee, with the approval of the Executive Committee or the Board of Directors, may remove a member of the Policy Committee without cause.

ARTICLE X — BOARD OF GOVERNORS, BOARD OF ADVISORS, AND SPECIAL BOARDS, COMMITTEES, COUNCILS AND OTHER BODIES

Section 1. Authority and Responsibility: The Society shall have a Board of Governors and a Board of Advisors, which shall serve in an advisory capacity and shall not exercise, in whole or in part, the authority of the Board of Directors in the governance of the Society. Board of Governors and Board of Advisors members shall provide recommendations and guidance to the Board of Directors with respect to the broad, overall policies, objectives, and goals of the Society.

Section 2. Composition and Appointment: The Board of Governors and the Board of Advisors shall be composed of outstanding individuals in the fields of science, engineering, the arts, government, the press, business, law, medicine, and other professions and occupations, and individuals who have made outstanding contributions to the Society or its goals. The procedures, including any required votes, for being nominated for, elected to, or removed from, the Board of Governors or Board of Advisors, and the time of election and term of office for members of these Boards, shall be the same

as for the Officers of the Society. Individuals may also be added to the Board of Governors or Board of Advisors at any time by the procedures for filling a vacant elective office, for a term which shall end with the next officers election.

Section 3. Resignation: Any Governor or Advisor may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

Section 4. Special Boards, Committees, and Councils: The following are the regular Boards and Committees of the Society: (a) the Board of Directors, (b) the Board of Governors, (c) the Board of Advisors, (d) the Executive Committee, (e) the Nominations Committee, (f) the Elections Committee, and (g) the Policy Committee. All other Boards, Committees, Councils and other subsidiary bodies of the Society, if any, are defined to be special Boards, Committees, Councils and other subsidiary bodies (provided, however, that chapters and organizational components thereof shall not be considered to be regular or special Boards, Committees, Councils, or other subsidiary bodies of the Society). The Executive Committee shall appoint such special Boards, Committees, Councils and other subsidiary bodies as are necessary and which are not mentioned in nor in conflict with other provisions of the Articles of Incorporation of the Society, these Bylaws, or documents referred to by title in these Bylaws (except Robert's Rules). The duties of special Boards, Committees, Councils and other subsidiary bodies shall be as prescribed by the Executive Committee upon their appointment, and shall be advisory only unless specified otherwise by the Executive Committee. The membership, officers, and other organizational characteristics of special Boards, Committees, Councils and other subsidiary bodies may be established and altered at any time by the Executive Committee.

Section 5. Procedural Rules: Each Board, Committee, Council or other subsidiary body may determine its own rules of operations subject to these Bylaws, and documents (except Robert's Rules) referred to by title in these Bylaws.

ARTICLE XI — BOARD OF DIRECTORS ELECTION

Section 1. At-Large Board Nominations: Every two years, a Nominations Committee and an Elections Committee shall be selected for the next Board of Directors Election, by a procedure determined in the document "Nominations and Elections Committees" as established by the Board of Directors. The Nominations Committee may nominate candidates for At-Large Board positions for the subject election. The Elections Committee shall be responsible for all statements concerning the election which are on or which accompany the election ballot. The Board of Directors shall determine further details of Nominations Committee and Elections Committee procedures by maintaining the document "Nominations and Elections Committees," which document may be amended only by a majority vote of the Board. In

addition, any individual who is eligible for election to the Board of Directors shall become a nominee for an At-Large Board position upon delivery to the Secretary of the Society a nominating petition by January 15 of the year of the election, such petition to have original signatures of at least forty (40) members of the Society with at least five (5) signatories from each of any three Regions of the Society.

Section 2. Regional Board Nominations: The Society shall have eight (8) geographic regions for purposes of regional representation of the membership on the Board of Directors. The geographic areas covered by these regions shall be determined by the Board of Directors and described in a document "Campaign Rules", which shall be maintained by the Board of Directors and may be amended only by majority vote of the Board of Directors. Each region shall be represented by one Regional member of the Board of Directors. Any individual who resides in a given region and who is eligible to serve on the Board of Directors shall be nominated for that region's Board position upon delivery to the Secretary of the Society by January 15 of the year of the election a nominating petition with original signatures of at least five (5) Society members who reside in that region. The Nominations Committee may nominate candidates for Regional Director if and only if there are no petition candidates for that region.

Section 3. Balloting: The ballot for the Board of Directors election shall be included in (or with) the May issue of the Society's primary magazine or in a special election mailing to all members of the Society to be postmarked in May. Any individual who was a member of the Society for the entire month of May of the election year and who is otherwise eligible to vote in the Board of Directors election may vote for as many as twelve (12) of the nominees for At-Large Board positions and for one (1) nominee for the Regional Board position representing the region in which the member resides. Ballots must be received by the Secretary of the Society by August 1 of the election year to be counted. If there are more eligible nominees for Board positions than there are open positions, those eligible nominees receiving the most votes, up to the number required to fill the available positions, shall be elected. If the number of eligible nominees is equal to or fewer than the number of open positions, then those eligible nominees shall be elected. In the event of a tie vote for a position on the Board of Directors in the Board of Directors election, the Executive Committee shall break the tie by majority vote.

Section 4. Campaign Rules: Rules concerning campaigning for the annual Board of Directors election, in addition to those given in these Bylaws, shall be maintained by the Board of Directors in the "Campaign Rules" referred to in Article XI, Section 2, above.

Section 5. Penalties: Violations of the rules set forth in "Campaign Rules," the Society's Articles of Incorporation or these Bylaws, or the Washington, D.C. laws for non-profit corporations, by or on behalf of nominees for the Board of

Directors, may be considered by the Elections Committee and the Board of Directors as cause for disqualification of any nominee from being elected to office in such election. The Elections Committee may, but only by majority vote, recommend such disqualification to the Board of Directors. After receiving such a recommendation the Board of Directors, but only by majority vote of those members not recommended for disqualification nor currently running in the relevant election, may disqualify such nominees. Disqualification proceedings must be completed within six months after the votes are counted. In the event of disqualification of a nominee, then that nominee shall be declared ineligible for election. If the disqualification occurs after the relevant election then the member of the Board of Directors who has been disqualified shall be removed from the Board and that eligible nominee (if any) who has a sufficient number of votes to have been elected given one additional Board position shall fill the position on the Board thus vacated.

ARTICLE XII — EXECUTIVE DIRECTOR AND STAFF

Section 1. Appointment: The Executive Committee, with the approval of the Board of Directors, shall appoint and employ a salaried staff head who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Executive Committee.

Section 2. Authority and Responsibility: Except as otherwise expressly provided in these Bylaws, the Executive Director, subject to the control of the Board of Directors and the Executive Committee, shall be the principal administrative official responsible for all management functions of the Society, including its administrative, financial, and program activities. The Executive Director shall:

- (a) Manage and direct all activities of the Society as prescribed by the Board of Directors and the Executive Committee;
- (b) Employ and may terminate the employment of staff members as necessary to carry on the work of the Society and fix their compensation within the approved budget;
- (c) Define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management which shall be, in the judgment of the Executive Director, in the best interest of the Society;
- (d) Serve, if he or she so desires, as an ex-officio member, without the right to vote or the right to be counted as part of a quorum, on the Executive Committee and any or all other Boards, Committees and other bodies of the Society; and
- (e) Perform such other duties as may be assigned by the Board of Directors or Executive Committee.

Section 3. Removal: The Executive Director shall be subject to removal at the discretion of the Executive Committee, subject to the approval of the Board of Directors.

ARTICLE XIII — GENERAL

Section 1. Audit: The accounts of the Society shall be audited not less than annually by a Certified Public Accountant who shall be appointed by the Executive Committee with the approval of the Board of Directors and who shall provide a report to the Board of Directors.

Section 2. Fidelity Bond: All officers, employees, and agents handling funds or property of the Society shall be covered by fidelity bond in such amount and on such terms as the Executive Committee, with the approval of the Board of Directors, may determine; such bond to be purchased at the Society's expense.

Section 3. Fiscal Year: The fiscal period of the Society shall be prescribed by the Executive Committee subject to the approval of the Board of Directors, provided, however, that the designation of the fiscal period shall at all times be in compliance with the laws of the District of Columbia and the Internal Revenue Code.

Section 4. Budget: With recommendations of the Executive Committee, the Board of Directors shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the Society.

Section 5. Seal: The Board of Directors may adopt a common seal for the Society, to be in such form and to be used in such manner as the Board shall direct. No deed or other instrument of the Society otherwise duly authorized and executed shall be held or deemed invalid for want of a seal.

Section 6. Order of Business at Meetings: The latest edition of ROBERT'S RULES OF ORDER, NEWLY REVISED shall govern all procedures during a meeting of the Society, Board of Directors, the Executive Committee and all other boards, committees, and councils on any point not covered by these Bylaws, documents (except Robert's Rules) referred to by title in these Bylaws, or rules of order passed in accordance with these Bylaws. Robert's Rules are not applicable and consequently shall play no role in the governance of mail votes.

Section 7. Ex-Officio Membership: An ex-officio member of any subsidiary body of the Society (subsidiary bodies being defined to include boards, committees, and councils, but not Chapters) shall have no voting powers within that subsidiary body and shall not have the right to be counted as part of a quorum at meetings of that subsidiary body. An ex-officio member of any subsidiary body of the Society shall for that subsidiary body have all other privileges and powers of a voting member, including but not limited to the right to receive notice of all meetings, the right to attend all meetings and join in discussions, and the right to receive all mail correspondence of the subsidiary body including copies of

motions to be voted on by mail. Individuals may be made ex-officio members of any subsidiary body of the Society, except for the Board of Directors, the Nominations Committee, and the Elections Committee, by the same procedures as would be used for voting members and may be removed from any subsidiary body by the same procedures as would be used for voting members of the subsidiary body in question. In addition, ex-officio members may be added to any subsidiary body by majority vote of those in the subsidiary body in question who have the right to vote.

Section 8. Delegation of Authority: Any board, committee, or council of the Society established by these Bylaws may delegate authority to one or more individuals, except that under no circumstances may authority be delegated for any matter which requires, by the terms of the Articles of Incorporation, the Bylaws, or any document referred to by name therein (except Robert's Rules) a majority or greater vote for the Board, Committee, or Council in question to act.

Section 9. Amendment of Decisions: The decision of any individual or subsidiary body of the Society authorized by these Bylaws to render such a decision shall be deemed to be valid and binding, unless and until such decision is amended by either the individual or subsidiary body that rendered the decision, or by another individual or subsidiary body that has the requisite authority, pursuant to these Bylaws, to amend the decision, such as, in the case of a decision by the Executive Committee, the Board of Directors.

Section 10. Indemnification of Officers, Directors, and Staff: Every Director, Officer, or employee of the Society shall be indemnified by the Society against all expenses and liabilities, including counsel fees, reasonably incurred or imposed on such Director, Officer, or employee in connection with any proceeding to which such Director, Officer, or employee may be made a party, or in which such Director, Officer, or employee may become involved, by reason of such Director, Officer, or employee being or having been a Director, Officer, or employee at the time of the acts or omissions which formed the basis of the proceeding, except in such cases wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office in relation to the subject matter of the proceeding (provided, however, that in the event of settlement the indemnification herein shall apply only when the Executive Committee approves, by majority vote, such settlement and reimbursement as being in the best interest of the Society). The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, or employee may be entitled.

Section 11. Slander and Libel: If any current or former Officer, employee, or member of the Board of Directors is a victim of libel and/or slander which is related to the individual's association with the Society, then expenses associated with legal action against those guilty of libel or slander, over and above compensation obtained through legal

action, shall be payable by the Society to the extent approved as being in the best interests of the Society by majority vote of the Executive Committee.

Section 12. Construction: Wherever the context of these Bylaws requires, the masculine shall be read in the feminine, and the singular shall be read in the plural, and vice versa. The side headings in these Bylaws are utilized for convenience only, and should not be read or interpreted as limiting or modifying the express provisions of these Bylaws.

ARTICLE XIV — AMENDMENTS

Section 1. Amendment Procedure: The Bylaws may be amended or repealed only by the following procedures which require a two-thirds vote of the Board of Directors or a majority vote of the Board of Directors followed by a majority vote of the eligible members of the Society who vote. Notice, including the exact wording of any Bylaws amendment to be considered, shall be sent in writing to the members of the Board of Directors not less than forty (40) nor more than sixty (60) days prior to any meeting at which such a Bylaws amendment is to be considered and voted on by the Board of Directors. Mail votes on amendments shall be conducted in accordance with the "Rules for Mail Votes" described in Article V, Section 9 of these Bylaws. A member shall be eligible to vote on the proposed amendment only if continuously a member during the entire month of the date of mailing of the issue of the Society publication or mail communication used to present the amendment to the members for purposes of a vote.

Section 2. Amendment Proposals: Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of fifty (50) members addressed to the Secretary. In the case of an amendment proposed by petition, the Executive Committee shall vote to advise the Board of Directors whether to adopt the amendment before it is voted on by the Board. Such advice shall not be binding on the Board of Directors.

ARTICLE XV — DISSOLUTION AND USE OF FUNDS

Section 1. Use of Funds: The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Society.

Section 2. Distribution of Funds: On dissolution of the Society any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations, which is recognized as a tax exempt corporation pursuant to the Internal Revenue Code, to be selected by the Board of Directors.