

Deep Space Exploration Society Bylaws Version 3.0

The following constitutes the Bylaws of the Deep Space Exploration Society (hereinafter referred to as the 'Society'), a nonprofit corporation organized under the laws of the State of Colorado.

Article I Objectives

Section 1 General

The Society is organized for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said section.

Section 2 Specific Purposes

The specific purposes of the Society shall be to advocate for the exploration and understanding of space through education, promotion of research, development and application of standards and guidelines including, but not limited to:

- a. To disseminate space-related information to the public at large and to educators and students in particular.
- b. To support present and future amateur scientific research and space missions.
- c. To provide communications capability for space missions when practicable.
- d. To encourage the development of knowledge and skills generally related to Science, Technology, Engineering and Mathematics (STEM) in inter-related fields of endeavor to include, but not limited to, astronomy, radio astronomy, astrophysics, engineering, communications, physics, public policy and other space based technology.
- e. To disseminate scientific and technical information derived from the Society's work through publication of such information in treatises, theses, publications, technical journals, and other public means.
- f. To support activities of students and educators to actively take part in the exploration of space by making the Society's resources available for their qualified use.

Article II Membership

Section 1 Uniqueness of Identity

The Deep Space Exploration Society, an entity as described in Article **I.1** is not and shall not be a subsidiary of any other organization or corporation.

Section 2 Transfer of Identity

Identity of the Society is not transferable or assignable to any other organization or corporation. If the Society is no longer viable as an independent entity, dissolution of the Society is mandated.

Section 3 Rights and Powers

The Society shall have such rights and powers as are provided for pursuant to the laws of the State of Colorado, including the right to elect a Board of Directors.

Section 4 Nondiscrimination

The Society, to best of its ability, provides that no person on the basis of race, color, national origin, gender, religion, age, or disability shall be excluded from participation in, admission or access to, denied the benefits of, or otherwise be subjected to discrimination under any of this organization's programs or activities.

Section 5 Classes of Membership

The term "Member" and "Membership" shall refer to persons or entities belonging to the following Classifications of Membership:

- a. Supporting Member. A supporting member has the right to participate fully in the activities of the Society and to attend any and all meetings of the Society.
- b. Student Member. A renewable student membership may be awarded, by motion and vote of the Board of Directors, to allow a full or part-time student to enjoy the rights of a "Supporting Member" at no charge to the student.
- c. Full Member. Full members enjoy all the rights of a "Supporting Member" and, in addition, may vote in elections, and after a period of membership specified in Article **III.7** may seek and hold office in the Society.

- d. Lifetime Member. A Lifetime Member of the Society carries all the rights of a “Full Member”. In addition, there will be no further assessments of Dues to the Society and the Lifetime Member dues status will be considered always and forever in good standing.
- e. Organizational Member. Any legal entity may enjoy the rights of a supporting member. They will have no voting privileges.
- f. Suspended Member. The Board of Directors of the Society may choose to suspend all membership privileges of any member for a period of time up to 30 days in order to conduct an investigation leading to a disciplinary action.

Section 6 Sponsors and Patrons

Policies about classes and privileges of Sponsors and Patrons shall be established or amended by a Corporate Resolution of the Society.

Section 7 Revocation of Membership

Membership in any class may be revoked by the Society’s Board of Directors for any member’s actions that include, but are not limited to:

- a. Subverting of the goals of the Society as stated in Article 1.2.
- b. Misrepresenting the Society or offering false information about the Society.
- c. Endangering human life or limb.
- d. Recklessly endangering the equipment of the Society, any Sponsors of the Society or its Members.
- e. Recklessly exposing the Society to potential civil liability or criminal prosecution.

Section 8 Resignations and Terminations

A member may resign from the Society by sending written notification in accordance with Article II.12. Resignation shall not relieve the member of any outstanding dues or charges accrued with the Society.

Membership may be terminated as the result of any disciplinary action deemed necessary by the Board of Directors.

Section 9 Reporting to the Society

The Board of Directors of the Society shall prepare a report detailing recent and anticipated activities of the Society and shall contain an abbreviated financial statement. Such reports shall be

delivered upon request at the meetings of the Board of Directors of the Society. The content and frequency of this report shall be established by a Corporate Resolution and shall always include the most recent, at time of report preparation, summary financial statement and shall occur at a frequency of at least once per year.

Section 10 Annual Meeting

The Annual Meeting of the Society shall be held at such time and place, inside or outside of the State of Colorado, as the Society may establish. Failure to hold an annual meeting shall not cause a forfeiture or dissolution of the Society. The Annual meeting shall be held coincident with the first Board of Directors meeting after the Annual Election. See Article **III.5**

Section 11 Special Meetings

Special meetings of the Society may be called by the Board of Directors, the President, the Secretary or by petition by two thirds of the voting members of the Society.

Section 12 Methods of Notification

Notice from the Society to its members may be transmitted personally, by mail, by electronic mail, public postings to the World Wide Web, or other such telegraphic means. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail. It is the duty of each member to maintain a set of proper addresses with the Society and to communicate any changes of address with the Secretary of the Society.

Notices to the Society shall be in written form and shall be addressed to the Secretary or the President of the Society at the address appearing in the records of the Society, with postage prepaid.

Section 13 Notice of Meetings

A notification, in accordance with Article **II.12**, stating the place, day, and hour of annual, special and regular meetings shall be given by the Secretary of the Society no less than ten (10) nor more than fifty (50) days prior to the date of the meeting. The notice shall specify, in the case of a special meeting, the business to be transacted at and the purpose of the special meeting.

Section 14 Action by the Society

All acts of the Society shall be in accord with the provisions set forth in the Society's Articles of Incorporation and Bylaws. The quorum and voting requirements for the meeting of the Society shall be governed by the Bylaws of the Society.

Section 15 Informal Action

Any action required or permitted to be taken by the Society may be taken without a meeting if a unanimous written consent by the Board of Directors setting forth the action so taken is signed by an authorized officer of the Society and filed with the records of meetings of the Society.

Section 16 Term of Membership

Individual and group (organizational) membership ("member" or "members") to the Society shall become effective upon receipt of the appropriate completed application form and dues by the Society Secretary, and shall cease immediately upon expiration of the period for which dues have been paid, the members written resignation in accordance with Article II.12, or as a result of disciplinary action by the Board of Directors in accordance with Article II.8.

Section 17 Membership Dues

Dues for membership shall be those established by Corporate Resolution from time to time by the Board of Directors, a quorum of the Directors being required for adoption. Provisions for the establishment of a "Life Membership" may be defined and activated by the Board of Directors at such time as it deems appropriate. A minimum of one renewal notice shall be communicated directly to each member prior to the expiration date of membership in accordance with Article II.13.

Article III Board of Directors

Section 1 General Powers

The Society shall be governed by a Board of Directors, hereinafter referred to as the 'Board'. The number of Board members shall be seven (7).

The Board shall be responsible for setting the strategic directions and the establishment and oversight of the governing policies of the Society. The Board shall have all the power, authority, responsibility, and obligations given any Board of Directors of a nonprofit corporation under the laws of the State of Colorado. The Board shall have the power to make Bylaws for the governance of the Society and to supersede, alter, change or amend such Bylaws as specified in Article VII.1.

Section 2 Composition of the Board

The Board, shall consist of such members of the Society as may be elected pursuant to or at the Annual Meeting of the Society or in the case of vacancies, members who are appointed to fill a

vacancy as specified by Article III.6.

Section 3 Term of office

The term of office of an elected Director shall nominally be two years. Their election shall be staggered such that three directors are to be elected to serve during even years and four directors are to be elected to serve during odd years. They shall remain in office pursuant to the terms of Article II.16.

The term of office for Directors commences upon the Board approval of the election results taking place during the Annual Meeting of the Society and ceases during the following Annual Meeting of the Society in accordance with Article III.5 .

In the case where a member is appointed to fill a vacancy on the Board. the appointee's term of office shall be for the remainder of the vacating Director's term.

Section 4 Director Responsibilities

Duly elected Directors agree to abide by the conditions and provisions of these Bylaws and any Corporate Resolutions active during their term of office.

Section 5 Method of Director Election

The election of Directors shall take place by an Annual Election and is the sole method for designating Directors, except in the case of vacancies as described in Article III.6.

The format and content of a Ballot shall be specified by a Corporate Resolution for the Director Election.

Candidates shall be Full Members and must be in good standing as specified in Article II.16 to be nominated to appear on the Ballot. Only voting members in good standing are allowed to make a nomination or second a nomination. The nomination by a person other than the candidate shall require one second. Candidates may self-nominate and shall require a second from two members. The nomination and second(s) shall be conveyed to and recorded by the Secretary. Candidates must accept or decline the nomination. For any candidate's name to appear on the Ballot, the candidate must submit to the Secretary a brief biography together with a statement outlining their qualifications, opinions and positions with respect to the Society's goals and directions. The Secretary shall cause the submission to appear on the Ballot.

The Ballot shall be prepared by the Secretary and shall include the biographies and statements of the Candidates and shall convey the rules for the election established by the Board. The Ballot shall state how votes are to be indicated, how the Ballot is to be returned for counting, and the time deadline after which Ballots shall no longer be accepted. The timing of the stages of the Annual Election are as follows.

The call for Nominations shall be issued not less than forty-five (45) days prior to the Ballots being sent and shall be open for thirty days (30). The Ballot shall be prepared and communicated to the members no less than seven (7) days after close of Nominations. The communication of the Ballot shall be in accordance with Article II.12.

The members shall have two weeks to complete and return the Ballot to the Secretary.

The method of voting shall be by the method of plurality-at-large voting whereby each voter shall receive a number of votes, one each for each open Director position. Voters may only vote once for any one candidate. The candidates with the most votes shall fill the positions. Candidates must receive a minimum of three (3) votes.

Ties shall be resolved at the Annual Meeting and in the following manner. Only those candidates involved in the tie, who are present at the Annual Meeting, or who may be included by telephone or other direct communication, shall first attempt to decide among themselves the resolution of the tie by the process that one or more of the tied members may remove their name from consideration until the election may be closed.

In the event of a stalemate of this tie-breaking process, the Board shall deem the position(s) vacant and appoint members to open positions as specified in Article III.6.

The current Board of Directors must certify and confirm the Election.

Any deficiencies, irregularities, as well as any and all ties in voting are resolved by a majority vote of the current Board of Directors.

The term of office for new Directors commences during the Annual Meeting, after the certification and confirmation of the election results. The term of office for exiting Directors concludes at that same time.

Section 6 Vacancies

In the event of a Board position becoming vacant through any means, the Board shall appoint a member in good standing to fill the position for the remaining duration of the vacating Board member's term.

Section 7 Director Qualifications

The minimum qualification for candidacy is at least two (2) consecutive years of active membership - in accordance with Article II.16. The nomination of a voting member who has not met the two (2) year requirement may be approved by a majority of votes by the Directors. A Director having served a full two-year term may be elected to succeed himself/herself. Directors are not limited to a single two-year term.

Section 8 Director Attendance of Board Meetings

Any voting Director of the Board who fails to attend two consecutive meetings without valid excuse being read into the minutes of that meeting shall be deemed to have resigned from the Board.

Section 9 Quorum of Directors

A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice than an announcement at the meeting, until a quorum shall be present. Proxy voting shall not be allowed. Any Director who is not physically present at the meeting but who is in direct communications with those present through telephone or other means will be considered present for the purposes of making a quorum.

Section 10 Board of Directors Officer Election

During Annual Meeting where the election of Directors is approved and concluded, the current Board shall confirm and then install the newly elected Board.

The new Board shall immediately choose the Officers, in accordance with Article V.1 through Article V.7, from among themselves. Officers shall serve at the pleasure of the Board or until the next annual election of Directors. Newly-elected Officers shall assume their respective duties in accordance with Article III.3. The retiring Officers shall be responsible to the Board for assuring the orderly and effective transfer of records and responsibilities to the incoming Officers.

Article IV Standing Committees and Committees

Section 1 Committees and Standing Committees

No standing committees are designated. The President shall have the privilege of recommending to the Board the formation of all special committees or ad hoc committees to honor the specific functions of the Society. All committees cease at the time when the newly elected Board is installed.

Section 2 Committee Constituency

All committees shall consist of a Chair and two or more persons with membership in the Society. The scope, duties, duration and authority of the committee shall be set by a Corporate Resolution of the Society.

For continuity of a committee, by motion and vote, the Board may elect to extend any existing Committee's Corporate Resolution.

Section 3 Committee Reporting to the Board of Directors

Unless excused, Committee Chairs shall report at meetings of the Board.

Article V Officers of the Society

Section 1 Officer Titles

The officers of the Society shall consist of a President, a Vice President, a Secretary, and a Treasurer. The President, the Vice President, the Secretary, and the Treasurer shall be elected at the Annual Meeting of the Society by the Directors, each for a term of one year. In the instance where a current Officer leaves office, the Board vacancy is filled in accordance with Article III.6. A Director shall then be promoted to fill the vacant office by majority vote of the Board.

Section 2 Removal from Office

Any officer may be removed from office for cause by the affirmative vote of a majority of the Directors at any annual, regular or special meeting of the Board.

Section 3 President's Responsibilities

The President of the Society shall preside at all regular and special meetings of the Society. The President shall be the Chair of the Board. The President or their designate shall be the principal spokesperson for the Society. The President shall be an ex officio member of each committee except a Nominating Committee should one be assembled. The President shall have the right to call special meetings of the Board, upon at least ten (10) days notice, communicated in accordance with Article II.13 to each Director. The President may also convene an emergency meeting of the Board provided all Directors are given notice and a quorum agree to hold such a meeting.

Section 4 Presidential Succession

If the office of President becomes vacant for any cause, the Vice President shall immediately assume the office of President.

Section 5 Vice President's Responsibilities

The Vice President shall be assigned duties from time to time by the President and/or the Society's Board.

Section 6 Secretary's Responsibilities

The Secretary shall cause to be preserved in record archives the full and correct minutes of the proceedings of all such meetings. The Secretary shall be the custodian of the Society's Certificate of Incorporation, Bylaws, and Minute Books. It shall be the duty of the Secretary to sign and execute all corporate documents and instruments whereupon their signature may be lawfully required. The Secretary shall also serve all notices required by law, these Bylaws, or by resolutions of the Board, and it shall be the Secretary's duty to cause to be prepared and filed with the appropriate bodies, official reports and documents required by law to be filed by nonprofit corporations. The Secretary shall be responsible for maintaining the membership roll of the Society. The Secretary shall also perform such other duties as may be delegated by the Board.

Section 7 Treasurer's Responsibilities

The Treasurer shall keep or cause to be kept in the books belonging to the Society, complete and accurate accounts of all receipts and disbursements, resources and liabilities, and shall deposit all monies and funds and other valuable effects of the Society, in the name of and to the credit of the Society, in such depository or depositories in a manner as may be designated by a Corporate Resolution of the Society.

The Treasurer shall disburse the funds of the Society in payment of its obligations, taking proper vouchers and receipts for such disbursements.

At any regular or special meeting of the Board, The Treasurer shall provide correct statements and reports showing the financial condition of the Society. The Treasurer may sign corporate documents and instruments as necessary. The Treasurer shall administer or cause to be administered any such financial documents required by governmental agencies such as taxes, including filing.

Article VI Meetings of the Board of Directors

Section 1 Annual Meetings

An Annual Meeting of the Directors shall be held for the election of Officers and for the transaction of such other business as shall come before the meeting.

Section 2 Interim Meetings

Interim meetings, which may be held at any designated location, may be held at the discretion of the Board.

Section 3 Parliamentary Procedures

Any fixed Parliamentary Procedures for the organization shall be spelled out in complete form within a Corporate Resolution.

Article VII Amendments of the Bylaws

Section 1 Adoptions and Amendments

Adoption of and amendments to these Bylaws shall require the written approval of two-thirds or more of the Directors. Notice of an adoption or amendment which has received such approval, including the text thereof, shall be made available to all members by the Secretary, or, at the Secretary's discretion, included in a publication of the Society transmitted to all Members. Notice shall be made in accordance with Article II.13. Such adoption or amendment shall be effective thirty days after notification or publication, unless written objection is received from at least ten percent of the Members in which case a vote shall be conducted by the Secretary in the manner specified for election of Directors. In any such vote, such amendment, to become effective, shall require a majority of those Members voting.

Article VIII Indemnification

The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or Employee of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided herein shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification herein. The right of indemnification under this

Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Society and the indemnified Officers, Directors, and Employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Director, or Employee under this Article shall apply to such Officer, Director, or Employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article IX Bylaw Severability

If any provision of these bylaws or any application of them shall be found to be contrary to law, then such provision or application shall not be deemed valid and subsisting except to the extent permitted by law, but all other provisions or applications shall continue in full force and effect.

Article X Dissolution

Upon termination, dissolution, or winding up of the Society in any manner for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provisions for payment of all liabilities of the Society, shall be distributed to, and only to, one or more organizations described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Signed, The Officers of the Deep Space Exploration Society:

President: _____ Date: _____

Secretary: _____ Date: _____

Treasurer: _____ Date: _____