

THE BY-LAWS OF THE NATIONAL SPACE CLUB

AS AMENDED April 30, 2009

ARTICLE I

Name

1. This Club shall be called the NATIONAL SPACE CLUB, formerly The National Rocket Club.

ARTICLE II

Purposes

1. The objectives of the Club shall be:
 - a) To promote United States space leadership through events, meetings, the press, and other literary and educational means without, however, carrying on propaganda or attempting to influence legislation;
 - b) To stimulate the advancement of civilian, commercial and military applications of rocketry, astronautics, and related technologies or their applications for the benefit of all mankind, and if necessary the defense of the United States against aggression;
 - c) To bring together persons from the federal government, industry, educational institutions, the press, and other walks of life, for the exchange of information on rocketry, astronautics, and related technologies or their applications, and through them to inform the public at large;
 - c) To provide suitable recognition and due honor to individuals and organizations that have contributed to the advancement of rocketry, astronautics, and related technologies or their applications; and
 - d) To promote the education of youth in the areas of rocketry, astronautics, space science and related technical fields.
2. The Club shall stimulate the dissemination of information on the historical, educational, and business aspects of rocketry and astronautics, including but not emphasizing the technical aspects, which are properly the province of the technical societies.
3. The motto of the Club shall be: "Pledged to United States leadership in space."
4. The Club may undertake to fund or arrange for the funding of any activity in support of the above named objectives.

ARTICLE III

Goddard Memorial Dinner

1. The Club shall sponsor annually the Dr. Robert H. Goddard Memorial Dinner, honoring the memory of this leading American space pioneer, to be held on or about March 16 in every year (the date in 1926 of the first flight of Dr. Goddard's liquid fueled rocket).
2. The Goddard Memorial Dinner's purpose is twofold:
 - (a) To bring industry, government and academia together for networking and discussion; and
 - (b) To present the Club's annual achievement awards.
4. Appointment of Awards Committees, criteria and procedures for selecting awardees and Goddard Dinner awards protocol shall be in general accordance with guidelines established by the Second Vice President for Awards and approved by the Executive Committee.

ARTICLE IV

Membership

1. Membership in the Club shall be subject to the approval of the Executive Committee.
2. Individual members must be citizens of the United States of America, except for honorary members and associate members.
3. Corporate or Association Members must be incorporated or organized in the United States of America.
4. Members shall be persons and/or groups of good moral character and reputation, subject to the approval of the Executive Committee, and who have paid the initial dues required under Article V and accepted all terms of Article VI, or, in the case of honorary members, have signified their acceptance of election. There shall be the following classes of membership:
 - a) Group Membership, specifically Corporate Members and Association Members.
 - b) Individual Members. U.S. citizens involved in and/or supportive of pursuits in rocketry, astronautics, or other space products or their applications are eligible for individual membership. Individual members are eligible to seek election to an Officer position, and to vote in any Club election.
 - c) Life Members. Elected by unanimous vote of the Executive Committee on the basis of conspicuous and outstanding service to the Club. Life members have all the rights and privileges of individual members, and are exempt from further payment of dues. All past Presidents of the Club are Life members.
 - d) Honorary Members. Elected by unanimous vote of the Executive Committee on the basis of conspicuous and outstanding contributions to the objectives of the Club as set forth in Article II. Honorary members have all the rights and privileges of individual members, except the right to vote or hold office, and are exempt from payment of dues.

- e) Associate Members. Individuals who are citizens of countries other than the United States, but who have made a contribution to the United States Space Program, may become Associate Members of the National Space Club, upon approval of the Executive Committee. Associate Members have all the rights and privileges of individual members, except the right to vote or hold office.

ARTICLE V

Annual Dues

1. At the beginning of each membership year the Executive Committee will fix annual dues for each class of membership to prevail throughout that membership year.
2. Annual dues are payable July 1 of each year. Dues for new members at other times will be pro-rated.
3. The membership year will run July 1 to June 30, in keeping with the Club's fiscal year.

ARTICLE VI

Termination of Membership

1. Resignations of members in good standing shall be offered in writing and shall become effective on the date of acceptance by the Executive Committee. No member shall be considered to be in good standing if ninety (90) days or more in arrears to the Club for dues or other obligations.
2. A member who fails to pay dues or other obligations to the Club within ninety (90) days after such debt has become due shall be notified, provided opportunity to respond and, if no response or payment received, shall have membership privileges suspended, unless the Executive Committee decides that it is not in the best interests of the Club that the membership be so terminated. Any member who may be resident, or on an extended trip, beyond the continental limits of the United States, may make arrangements with the Club for necessary extensions of time for purposes of this paragraph and paragraph 1.
3. Reinstatement of membership
 - a) A member who has resigned while in good standing may, in the discretion of the Executive Committee, be reinstated at any time without penalty.
 - b) A member whose membership has been forfeited for nonpayment of dues or other sums due the Club may, at the discretion of the Executive Committee, be reinstated, provided the person applying shall submit the amount of dues and other sums which would have been payable to restore his or her good standing at the time the membership was forfeited.
 - c) A member who has resigned or forfeited membership may not file a new application for admission, but may apply for reinstatement under paragraphs (a) or (b) of this section.
4. A member who violates these by-laws, or whose conduct is not, in the opinion of the Executive Committee, in the best interests of the Club, shall first be warned, and if such warning is not effective, the Executive Committee may informally suggest that the member resign, and, if such resignation is not forthcoming, the Committee in its discretion may

terminate the membership forthwith for the good of the Club, and no further explanation of the termination shall be required or given. These actions shall be recorded in the minutes of the Executive Committee. In the case of such termination, the Club shall refund to the terminated member the unexpired pro-rata portion of any paid dues less any amount due to the Club.

ARTICLE VI

Leadership

1. Executive Committee.
 - a. The Executive Committee consists of the Club's Officers and Directors.
 - b. The Club shall hold an annual election, and from its membership, and by majority vote, shall elect Officers consisting of the following (in rank order):
 1. President
 2. First Vice President and Goddard Dinner Chairperson
 3. Second Vice President for Awards
 4. Third Vice President for Programs
 5. Financial Secretary
 6. Treasurer
 7. Youth Education Chairperson
 8. Membership and Chapters Chairperson
 - c. All officers shall serve one year terms beginning on July 1 of each year.
 - d. All officers will begin in the Membership and Chapters Chairperson position and then have the opportunity to progress up the chain of command as cited above.
 - e. In addition to the Officers, four Directors will be elected each year for a one year term. To qualify as a Director, a person must be a past president. In nominating Directors to the Executive Committee, the Nominating Committee shall keep in mind the need to ensure that the Executive Committee membership reflects balance among areas of civil, commercial, and military rocketry, astronautics, and other space products or applications, and is representative of the Club's membership.
 - f. The Executive Committee shall be the Board of Directors and policy making body of the Club. The President shall chair the Executive Committee. Members of the Club entitled to vote in the Annual election of officers must have been members for at least sixty (60) days prior to the annual election.
 - g. The Chairman of the Trustees of the National Space Club Scientific and Educational Foundation serves as an ex officio, non-voting member of the Executive Committee.
2. In the event of a vacancy or vacancies occurring among members of the Executive Committee between terms of office, the Executive Committee may, at its discretion, and at any regular or special meeting, select and appoint a temporary successor or successors to serve until the next annual election of the Club, at which time the membership shall elect a permanent successor or successors.
3. The Executive Committee of the Club shall hold meetings both regular and special.

Meetings shall be held at the call of the President or upon request of a majority of the Executive Committee with a minimum of seven (7) days notice to each Executive Committee member. Where prior notice of a meeting cannot be given, a duly constituted meeting may be held if a waiver of notice is granted by two-thirds.

4. At all Club meetings “Robert’s Rules of Order” shall govern except in matters expressly provided for otherwise by the current by-laws of the National Space Club.
5. At all meetings of the Executive Committee, a majority of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the committee present at any meeting at which there is a quorum shall be the act of the Executive Committee, except as may be otherwise specifically provided by statute or otherwise specified by the by-laws that a quorum is not required. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting, if all members consent thereto in writing and the writings are filed with the minutes of the proceedings of the Executive Committee. Voting by a previously obtained proxy is permissible, but proxies may not be used to make up a quorum.
6. The Executive Committee may, from time to time, create such standing and special committees as it may deem necessary or desirable, and define their composition, duties and responsibilities. Appointments to all committees shall be made by the President, subject to the approval of the Executive Committee.
7. Honorary Board.
 - a. Each Corporate membership shall be entitled to one seat on the Honorary Board.
 - b. The President, with approval from the Executive Committee, shall appoint a minimum of sixteen (16) additional individuals to seats on the Honorary Board. These individuals should be selected based on their current government positions and/or outstanding contributions to the advancement of civilian, commercial, or military applications of rocketry, astronautics, and other space products or their applications. Appointments should be made in October of each year.

ARTICLE VII

Duties of Officers and Executive Committee

1. The President shall perform such duties as described in the Officer position descriptions, including acting as the chief executive officer of the Club, with the ability to appoint or hire an Executive Secretary, Counsel and/or any other support staff, and an Honorary Board, all subject to the approval of the Executive Committee. The President shall preside at all meetings of the Club membership, Honorary Board, and the Executive Committee, and appoint, and be an ex officio member of, all regular and standing committees, except the Nominating Committee, and shall exercise general supervision over the affairs of the Club in carrying out policies laid down by the Executive Committee.
2. All Officers shall perform such duties as described in the Officer position descriptions, and other tasks assigned them by the President or Executive Committee.
3. The Financial Secretary and Treasurer shall perform such duties as described in the Officer position descriptions, including overseeing all funds received and expended by the National Space Club, maintaining the financial records of the National Space Club, preparing financial

reports, and other tasks assigned them by the President or Executive Committee,

4. The Executive Secretary shall keep in permanent form minutes of all actions and pertinent discussion at meetings of the Executive Committee and the membership, and make them available to any member of the Committee or other persons authorized by the Committee. The Executive Secretary shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law or by action of the Executive Committee; shall notify all members of the various committees of their appointment or election; shall be custodian of the corporate records; and shall perform such other duties as may from time to time be assigned to him or her by the Executive Committee or the President.
5. The Club will retain Counsel to serve in a general advisory role to the President and Executive Committee in matters of legal, parliamentary and other appropriate areas of concern to the Club's operations.
6. In addition to responsibilities prescribed otherwise in the by-laws, the Executive Committee members shall serve in general advisory roles and may undertake special duties as assigned by the President.
7. With the exception of the Executive Secretary and Counsel, all Executive Committee members shall serve without any financial compensation from the Club for their services. Financial compensation for services of the Executive Secretary and any other support staff will be determined through negotiation of a contract between the individual (or corporate entity hired to perform that function) and the Executive Committee.

ARTICLE VIII

Nomination and Election of Officers

1. A Committee on Nominations shall be appointed by the outgoing President to consist of four members. Committee membership should include at least one additional former president and all must be members in good standing. The Committee will be approved by the Executive Committee at least sixty (60) days prior to July 1. One of these four will be selected by the others as the Chair, who will call and chair meetings, and report of the committee's activities to the Executive Committee.
2. Priority for Officer nominations shall be given to the officer on the next lower level of leadership (as outlined in Article VI). If an officer chooses not to advance, or to terminate service to the Club, the nomination will go to the next available returning officer, such that returning officers will be nominated for election to the highest available open slots. All lower level openings will be filled through open elections from within the membership, with competitive elections strongly encouraged.
3. Eligible members will be notified of the opportunity to run for election to open Officer positions at least forty-five (45) days prior to July 1, the beginning of the incoming Officers' terms of office. In addition, the full Club membership will be informed that comments concerning and recommendations for possible nominees may be communicated to the Committee on Nominations by any member in good standing of the National Space Club.
4. Nominations for Officers shall be made by the Committee on Nominations at least thirty (30) days prior to July 1. The Chair of the Nominating Committee will convey in writing to the Executive Committee the official list of nominations.

5. Ballots, listing all those duly nominated by the procedures above, and with spaces for write-in candidates, will be prepared and distributed to Club members eligible to vote by the Executive Secretary and/or any support staff at least fifteen (15) days prior to July 1.
6. The Nominations Committee Chair will oversee the Executive Secretary and/or any support staff as they prepare and distribute ballots to eligible Club members. Upon return of the ballots by those voting, the Nominations Committee Chair and Executive Secretary will open and count ballots, and tabulate, report and warrant election results to the Executive Committee. The President is responsible for reporting election results to all nominated candidates, and the Executive Secretary is responsible for reporting the election results to the general membership.

ARTICLE IX

General Membership Meetings

The regular annual meetings of the Club shall be called by the Executive Committee to receive financial and other reports covering the activities of the preceding year and plans for the future, and consider such other matters as may be properly brought before it. Notice of such meeting shall be sent to all members at least thirty (30) days prior to the meeting.

ARTICLE X

By-laws Amendments

1. The Executive Committee shall have the power to alter, make or amend by-laws consistent with appropriate legal statutes at any regular or special meeting of the Executive Committee by the affirmative vote of a two-thirds majority of Committee members present, provided the proposed alteration or amendment is distributed to each Committee member with notice of the meeting at least fifteen (15) days prior to such regular or special meeting.
2. Proposals for amendments to the by-laws may be submitted in writing to the Executive Committee by any member thereof, by any special Committee within the scope of its prescribed activities, or by any ten (10) members of the Club acting jointly. The President will cause these requests to be put on the agenda of a regular or special Executive Committee meeting within sixty (60) days after receipt of the request.
3. The effective date of by-law revisions will not be less than fifteen (15) days after the revised by-laws are made available to the general membership. By-laws changes proposed by the Executive Committee may be challenged within the 15-day period after distribution to the membership in a written petition to the Executive Director signed by twenty (20) members in good standing. In event of such challenge, the by-law revisions will not become effective, and the Executive Committee will advise the general membership that the proposed changes are being withdrawn either for reconsideration or to prepare for submittal of the changes to the full membership for vote on ratification or rejection by written ballot. Such written ballot will be prepared and distributed by the Executive Secretary upon affirmative vote of a majority of the full Executive Committee.
4. The Executive Committee shall have the right to rule when disputes arise as to the interpretation or application of the by-laws. A decision of the Committee on any such matters made by a majority vote of those present at the meeting shall be final.

ARTICLE XI

Chapters

1. Chapters, or Regional Committees, of the National Space Club may be formed in other cities in the United States upon approval of the Executive Committee of the parent Club in Washington, D.C.
2. The name of the chapter shall be the name of the community in which it is formed and should be listed as such in the local telephone directory (for example, "National Space Club – Philadelphia"). It shall carry on its activities pursuant to authority granted to it by the by-laws of the National Space Club of Washington, D.C.
3. Control and management of the affairs of each chapter shall be vested in the duly elected officers, consisting of, as a minimum, a Chairman and a Treasurer or Financial Secretary, who may adopt and amend by-laws and regulations for its government. No by-laws shall be adopted or amendments made thereto which are inconsistent with the National by-laws or with the objectives, policies, and purposes of the National Space Club as promulgated by its Executive Committee in Washington, D.C.
4. Each officer of a chapter must be a member of the National Space Club, while members of a chapter may elect to join as members of the National Space Club.
5. Each chapter shall be economically self-sufficient. Each chapter may establish and assess chapter dues. Such chapter dues will be in addition to annual dues specified in Article IV, which are payable to National Headquarters.
6. A Chapter charter may be issued on application of fifteen (15) or more sponsors. Application for charter of a new chapter shall be forwarded to the Executive Secretary in Washington, D.C. with the sponsors' endorsements, for final action by the Executive Committee of the parent Club to either grant, defer, or refuse the application. All members who join in the application for a charter shall be known as charter members and their names shall be so entered. The temporary chairman or sponsor of the group shall forward all applications and remittances to the Treasurer in Washington, D.C. The Executive Committee upon approval of the application shall issue a charter.
7. Immediately after a chapter is issued a charter by the National Space Club, the new chapter shall take the necessary steps to comply with the laws of its state as to its activities in that state and as to obtaining from the state an exemption from state income or other state tax laws. A full report of compliance with this section shall be forwarded to the National Space Club in Washington, D.C. The Executive Secretary of the National Space Club can furnish the local chapters detailed information with respect to the tax status of the National Space Club.
8. Each chapter shall file its own financial reports with the U.S. Internal Revenue Service and its home state government. Each chapter shall be responsible for obtaining and maintaining its own general liability and Directors and Officers liability insurance.
9. Each charter shall remain in effect until amended, rescinded, or cancelled for cause by the Executive Committee in Washington, D.C. In the case of revocation of charter or disbanding of a chapter, the Washington Executive Committee shall cause to be transferred to the Treasurer of the National Space Club in Washington, D.C. all funds remaining in the treasury of the chapter at the time it ceased to exist.

10. The objectives of each local chapter shall be to carry on in its community the aims and purposes of the National Space Club as established by the Executive Committee in Washington, D.C. An annual report shall be submitted by each chapter to the Executive Committee in Washington, D.C. at least one month before the Annual Meeting. This report shall include financial data from the immediate past year and a summary of liability insurance coverage, as well as chapter operational matters including major program accomplishments.

ARTICLE XII

Finance

1. All disbursements above \$2,500 must have the written approval of both the Financial Secretary and Treasurer. Checks under \$50,000 that have been approved may be signed by the Executive Secretary/Management Company. Checks above \$50,000 must be signed by both the Financial Secretary and Treasurer.
2. Prior to July 1 of each year, the Club's books and financial records for the previous year will be audited by a qualified committee appointed by the President. The results of this audit will be submitted to the Executive Committee by the outgoing Financial Secretary at the next Executive Committee meeting. This audited financial statement will be presented at the Annual Meeting.
3. A planned financial budget for the Club's fiscal year (July 1 to June 30) will be prepared by the Financial Secretary and Executive Secretary, and submitted to the Executive Committee for approval.
4. All award fund accounts, namely fund principal, interest earned and trophy inventory shall be posted and recorded as restricted assets with the financial records of the National Space Club.