

Bylaws
of the Radio Amateur Satellite Corporation
(As Amended ~~1989~~ [Month] 2021)

~~These Bylaws have been adopted pursuant to the Articles of Incorporation, which provide, in part, as follows:~~

~~FIRST: The name of the corporation is Radio Amateur Satellite Corporation.~~

~~SECOND: The period of duration is perpetual.~~

~~THIRD: Said corporation is organized exclusively for scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).~~

~~The scientific purposes for which said corporation is organized shall be the carrying on of scientific research in the public interest by the means of:~~

~~A. Developing and providing satellite and related equipment and technology used or useful for amateur radio communication and to conduct experiments by suitably equipped amateur radio stations throughout the world on a non-discriminatory basis.~~

~~B. Encouraging development of skills and the advancement of specialized knowledge in the art and practice of amateur radio communications and space science.~~

~~C. Fostering international goodwill and cooperation through joint experimentation and study, and through the wide participation in these activities on a noncommercial basis by radio amateurs of the world.~~

~~D. Facilitating communications by amateur satellites in times of emergency.~~

~~E. Encouraging the more effective and expanded use of the higher frequency amateur radio frequency bands.~~

~~F. Disseminating scientific and technical information derived from such communications and experimentation, and encouraging publication of such information in treatises, theses, publications, technical journals or other public means.~~

~~G. Conducting such lawful activities as may be properly incident to or aid in the accomplishment of provisions A-F hereinabove, and which are consistent with the maintenance of tax-exempt status pursuant to Section 501(c) of the Internal Revenue Code.~~

ARTICLE I

Members and Member Societies

Section 1: Membership as Member or Member Society shall become effective upon receipt of the appropriate completed application form and dues by the Secretary, and shall cease immediately upon resignation or upon expiration of the period for which dues have been paid.

Section 2. Applications for membership or renewal as Member or Member Society shall be submitted to and in the manner prescribed by the Secretary. In the case of any applicant whose character, reputation or conduct might make him or her an undesirable member, the Secretary shall refer the application to the Board of Directors (the "Board") for review; in all other cases, the Secretary shall have the authority to grant membership.

Section 3. The Secretary shall provide a minimum of one renewal notice to each Member and Member Society prior to the expiration of their membership. Memberships renewed within fourteen days of expiration shall be regarded as continuous, and the period for which dues have been paid shall be deemed to begin as of the end of the previous period.

Section ~~2~~ 4: Dues for Members and Member Societies shall be those established from time to time by the Board ~~of Directors (the "Board"), a majority the votes~~ of two-thirds of the Directors being required for adoption. A Member ~~or Member Society~~ submitting the appropriate application and paying such amount as may from time to time be so established for this purpose shall be forever exempt from annual dues, and shall be known as a Life Member ~~or Life Member Society~~. ~~A minimum of one renewal notice shall be sent to each Member and Member Society prior to the expiration date of its membership.~~

ARTICLE II

Elected Officers, Committees, Appointed Officials and Their Responsibilities

Section 1: The Board shall have the power to hold meetings, adopt rules for its functioning (including the determination of an agenda for each meeting), appoint committees, elect, suspend or remove Officers, fix their duties to the extent not otherwise provided in these Bylaws, and take all necessary and proper steps to carry out the purposes of the corporation and these Bylaws. At least annually, the Board shall determine a budget for the corporation's revenues and expenditures in accordance with the system of accounts prescribed in Section 5 of this Article and may amend such budget at its discretion. No financial obligation shall be incurred by or on behalf of the corporation except by prior approval of the Board; provided, however, that the Board may, at its discretion, authorize any Officer or Officers to incur such obligations and/or to approve such necessary or incidental obligations as may be incurred by officials acting under such Officers' authority, subject to such limits and procedures as the Board shall determine.

Section 2: The Board shall consist of seven Directors, who shall be Members elected according to the procedure set forth in Article III of these Bylaws. Each Director shall be elected for a two-year term ~~and~~

remain a member in good standing during the elected term. Four Directors shall be elected in odd-numbered years; three shall be elected in even-numbered years. Directors and Alternates shall assume office immediately upon the announcement of their election by the Secretary as provided in Article III. The retiring Directors shall be responsible for assuring the orderly and effective transfer of records and responsibilities to the incoming Directors.

Section 3: The Board, at its first meeting following each election of Directors, shall elect the Officers from among the Members. Officers shall serve at the pleasure of the Board until the next annual election of Officers. Newly- elected Officers shall assume their respective duties immediately upon their election and acceptance. The retiring Officers shall be responsible to the Board for assuring the orderly and effective transfer of records and responsibilities to the incoming Officers.

Section 4: Officers of the corporation shall be the President, the Executive Vice President, the Vice President-Engineering, the Vice President-Operations, the Secretary, and the Treasurer and the Manager. Additional Officers may be elected, and their duties established, by the Board at its discretion subject to these Bylaws. A Member may hold more than one office. Officers shall be charged with the execution of policies, programs and directives of the Board of Directors.

Section 5: The duties of the Officers shall be as follows:

A. The President shall preside over all meetings of the Board of Directors at the Annual Meeting and at all other meetings of the membership. Except as the Board may direct, the President shall be responsible to the Board for coordinating all activities of the corporation and for all matters not otherwise assigned herein or by the Board. The President shall, subject to instructions from the Board of Directors, represent the corporation in its relationships with the public and the various governments, governmental agencies and officials with which the corporation may be concerned, and shall be the official spokesperson of the Board of Directors in regard to all matters of corporate policy. The President shall be an ex- officio member of all Committees unless otherwise designated. The President shall report to the Board at each meeting on the status of the corporation's affairs and shall, as required by the Board prepare and distribute a proposed budget of the corporation's expenditures, prepared according to the system of accounts prescribed in this Section 5, which proposed budget shall be based upon the revenue estimate prepared and submitted by the Treasurer. The President may, on his own motion, and shall, at the request of at least three directors, call special meetings of the Board of Directors. The call for any special meeting shall specify the matters to be considered. Special meetings may consider or act upon only those matters. Special meetings may be conducted using electronic methods whereby all participants are able to communicate with one another in real time.

B. The Executive Vice President shall act in the place of the President in the President's absence and shall have such other duties as the Board may determine.

C. The Vice President-Engineering shall be responsible for managing the activities of such technical staff as the corporation may have and shall have such other duties as the Board may determine.

D. The Vice President-Operations shall be responsible for managing the activities of such operations staff as the corporation may have and shall have such other duties as the Board may determine.

E. The Secretary shall be responsible to the Board for maintaining minutes of all meetings of the corporation and of the Board, and, with the assistance of the other Officers, for maintaining the corporate status of the corporation and for preparing and submitting such documents as may be required in connection therewith. The Secretary shall also be responsible to the Board for maintaining the membership records of the corporation and shall receive all applications for and renewals of membership. Under the authority of the Board, the Secretary shall conduct the elections for the position of Director as provided hereunder. The Secretary shall have such other duties as the Board may determine.

F. The Treasurer shall be responsible to the Board for managing the funds and investments of the corporation, and shall report to the Board at each meeting on the corporation's financial condition. Subject to the Board's approval, the Treasurer shall establish and maintain a system of accounts for the corporation's use. With the assistance of the other Officers, the Treasurer shall be responsible to the Board for accounting for all revenues and expenditures of the corporation, for preparing such financial reports as may be required, and for ensuring compliance by the corporation with the Internal Revenue Code and with the tax laws of such jurisdictions as may apply. The Treasurer shall prepare and submit to the President, as required for the budget process provided for herein, an estimate of the corporation's revenues including a statement of the assumptions upon which such estimate is based. The Treasurer shall have such other duties as the Board may determine.

~~G. The Manager shall operate the principal business office of the corporation and shall assist such other Officers in the performance of their duties as the Board may require. The Manager shall have such other duties as the Board may determine.~~

Section 6: Subject to the authority of the Board, any Officer may appoint officials who shall serve in accordance with the terms of their appointments. Such officials shall not be considered Officers for purposes of these Bylaws unless also elected as such by the Board.

Section 7: Resignations and vacancies in office shall be dealt with as follows:

A. ~~Thirty days' written or telegraphic n~~Notice of resignation to the Board, in care of the Secretary, shall be required before the resignation of any Officer can be effective.

B. In event of the resignation, death or incapacity of the President, the Executive Vice President shall assume the office of President until the next meeting of the Board, at which time the Board shall elect a President.

C. In event of the resignation, death or incapacity of any other Officer, the President shall appoint a temporary Officer to fill the vacancy until the next meeting of the Board, at which time the Board shall elect a successor.

D. Officers elected pursuant to this Section 7 shall serve at the pleasure of the Board until the normally scheduled expiration of the term of the Officer whose resignation, death or incapacity gave rise to their elections.

E. In event of the resignation, death or incapacity of a Director, the First Alternate shall fill the position until the next annual election of Directors, and the Second Alternate shall become First Alternate. At that election, a Director shall be elected to fill any unexpired term of such former Director, in addition to the Directors scheduled to be elected at that time. In event of the resignation, death or incapacity of the First Alternate, the Second Alternate shall become First Alternate.

ARTICLE III

Meetings and Election of Directors

Section 1: An Annual Meeting of the corporation shall be held ~~during October or November of~~ each year at such time, ~~and~~ place, ~~and~~ manner as the Board shall determine. At this meeting, the President shall present a report to the members.

Section 2: Written nominations of Members for the position of Director, which nominees shall have agreed to serve if elected, shall be received by the Secretary on or before June 15 of each year. Such nominations must be in the form specified by the Secretary and, to be effective, must be found by the Secretary to be in compliance with the requirements of the Articles of Incorporation, ~~and to name nominees whose membership has been continuous for at least three years immediately preceding nomination.~~

Section 3: Voting shall be conducted by secret ballot in a fair and democratic manner. The Secretary shall prepare ~~paper or electronic written~~ ballots listing ~~in alphabetical order by last name~~ all candidates found to be duly nominated and eligible for election. Such ballots shall be ~~made available on or before July 15 of each year to every person who was a Member as of July 1 of that year mailed to all Members or, at the Secretary's discretion, included in a publication of the corporation mailed to all Members, in either event such mailing to take on or before July 15 of each year.~~ Duly nominated and eligible candidates shall be afforded equal opportunity to circulate statements of their qualifications and positions to the Members through the corporation's publications and shall have use of the corporation's mailing lists for election-related purposes at no cost to the corporation.

Section 4: Ballots, to be counted, must be received by the Secretary not later than September 15 of each year. As soon thereafter as is reasonably practicable, the ballots shall be counted under the Secretary's supervision. Results shall be publicly announced by the Secretary not later than September 30 of each year, such announcement to include ~~written or telegraphic~~ notice to all candidates for election as well as all current Directors. The candidates receiving the largest number of votes shall be declared elected to the seats being contested. The two candidates receiving the next largest number of votes shall be declared First Alternate and Second Alternate, respectively, to serve until the next annual election of Directors or as provided in Article II, Section 7 hereof.

Section 5: The Board shall meet ~~in person~~ as soon as practicable after the Secretary's announcement of election results for the purpose of electing Officers and for such other business as may properly come before the Board. Additional meetings of the Board may be held at its discretion. The Board may also establish rules providing for ~~telephone or telegraphic~~ consultations ~~using electronic methods~~, in addition to the meetings required under these Bylaws, ~~but no such consultation~~. Such consultations may result in official actions of the Board, ~~if unless~~ all Directors have been given timely and adequate notice of such events and afforded reasonable opportunity to participate, and ~~if unless~~ the Secretary has kept the minutes of such consultation. At any meeting or consultation of the Board, a ~~simple~~ majority of Directors shall constitute a quorum.

ARTICLE IV

Amendment of the Bylaws

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 ~~mailed sent~~ to all Members by the Secretary, or, at the Secretary's discretion, included in a publication of the corporation ~~mailed to all Members~~. Such adoption or amendment shall be effective thirty days after ~~the mailing of~~ such notice ~~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 vote of those Members voting.