

Amendment to the Bylaws
World Space Week Association
24 October 2019



BE IT RESOLVED by the Board of Directors of World Space Week Association that the following resolution is approved:

1. The Bylaws of World Space Week Association are amended by replacement in their entirety with the attached Bylaws;
2. This amendment shall take effect immediately with the exception of Bylaws Article 2, which shall take effect at the conclusion of the next meeting of the Board of Directors;
3. The Nominating Committee, composed as specified in Bylaws Article 5.02, shall at the next meeting of the Board of Directors propose up to 15 persons to serve on the Board of Directors, and shall propose the initial membership of the Board of Advisors;
4. The Board of Directors shall elect the Board of Directors at its next meeting per with new Bylaws Article 2.02 and shall elect the initial Board of Advisors;
5. The term of all Directors who are not re-elected at the next meeting of the Board of Directors shall end at the conclusion of said meeting.

APPROVED BY THE BOARD:

Chairman of the Board

Date

BYLAWS OF WORLD SPACE WEEK ASSOCIATION

A NONPROFIT CORPORATION

(Draft for approval – changes are highlighted)

ARTICLE 1 -- OFFICES

Principal Office

1.01. The principal office of the corporation in the State of Texas shall be located in the City of Houston, County of Harris, Texas, USA. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent

1.02. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2 -- BOARD OF DIRECTORS

General Powers

2.01. The authority to manage the affairs of the corporation shall rest in its Board of Directors. The Board shall be responsible for determining the corporation's programmatic strategy and ensuring that sufficient resources are developed to implement it. Directors shall be individuals who are committed to the goals of the corporation and who are willing to lend their time, counsel, and other resources at their disposal to the successful achievement of those goals. Directors need not be residents of Texas.

Specific duties of the Board of Directors are:

- i. Sets the annual budget and fund-raising goals.
- ii. Elects WSWA officers and Board members.
- iii. Sets strategy.
- iv. Decides annual theme with input from Executive Council and Board of Advisors.
- v. Fiduciary responsibility.
- vi. Monitors organization performance.

Number, Election, and Tenure

2.02. The maximum number of Directors shall be **fifteen**. Directors shall be elected by the Board. The term shall be two years, with the term of one half of all positions ending every other year. Terms shall end at the close of the regular annual meeting. There is no limitation of the number of consecutive terms a Director may serve. The Board may remove a Director from office, based on actions by that Director which seriously threaten the success or reputation of the corporation, only by a unanimous act of all other current Directors.

Regular Annual Meeting

2.03. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw during the **International Astronautical Congress at a place and time determined by the Secretary**. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of the annual meeting or additional regular meetings of the Board without other notice than such resolution.

Regular Bimonthly Meetings

2.04. The Board of Directors shall meet for brief (one-hour) bimonthly meetings via teleconference. In-person meetings will be held if schedules permit but are not required. Directors are expected to attend at least 4 of the 6 meetings per annum.

Special Meetings

2.05. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Place of Meeting

2.06. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any meeting of the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the Directors shall meet at any time and place, either within or without the State or via teleconference, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken. **The regular annual meeting shall occur at the place of the International Astronautical Congress, unless determined otherwise by the Board of Directors.**

Notice

2.07. Notice of any special meeting of the Board of Directors shall be given at least seven days previously thereto by written notice delivered personally or sent by mail **or email** to each Director at his address as shown by the records of the corporation. If

mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the email is sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

2.08. One half of the non-vacant positions of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

2.09. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Vacancies

2.10. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors.

Compensation

2.11. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Informal Action by Directors

2.12. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by two thirds of the current Directors. Such signature may be in electronic form. Any such action shall be documented and reported to the Board at its next regular meeting by the Secretary.

Chairperson of the Board

2.13. All meetings of the Board of Directors shall be presided over by a Chairperson and a Vice-Chairperson elected annually by the Board of Directors at the regular annual meeting of the Board. If the Chairperson of the Board is not present at a meeting of the Board, the Vice-Chairperson shall preside over the meeting or, if neither the Chairperson nor the Vice-Chairperson is present, the President or a Director chosen by the Board shall preside. The Chairperson and Vice Chairperson of the Board shall, between meetings, lead the Directors in carrying out their responsibilities as prescribed in article 2.01.

ARTICLE 3 -- COMMITTEES

Committees of Directors

3.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Other Committees

3.02 Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Term of Office

3.03. Each member of a committee shall continue as such until the next regular annual meeting of the Board of Directors of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be

removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairperson

3.04. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Vacancies

3.05. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

3.06. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rules

3.07. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 4 -- EXECUTIVE COUNCIL (Note: Replaces Executive Committee)

Powers and Responsibilities

4.01. The Executive Council shall be a permanent body composed of the President, the Executive Vice-President, and Executive Director. The Executive Council shall be responsible for setting the tactical direction of the corporation, financial oversight of day-to-day activities of the organization, and support to the duties of the Executive Director as needed.

In addition to the elements listed above, the Executive Council has authority to:

- i. Make changes to the budget of less than 20%.
- ii. Approve new programs with budgets under \$10,000.

Regular Meetings

4.02. The Executive Council shall meet monthly as a minimum via teleconference or in person if schedules permit. Executive Council members are expected to attend all meetings. No advanced notice of Executive Council meetings shall be required. Directors may observe meetings of the Executive Council.

Quorum

4.03. All three members of the Executive Committee shall constitute a quorum and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the Executive Council.

Rules

4.04. The Executive Council may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 5 -- OFFICERS

Officers

5.01. The officers of the corporation shall be a President, an Executive Vice-President and one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President, Executive Vice-President and Secretary. Officers need not be residents of Texas.

Election and Term of Office

5.02. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. At each regular annual meeting, the Board shall receive recommendations for director and officer elections from a Nominating Committee consisting of the Chairperson, Vice Chairperson, President, Executive Vice President, and Executive Director, which shall be chaired by the Chairperson.

Removal

5.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

5.05. The President shall be the chief executive officer of the corporation and is accountable to the Board of Directors for the overall performance of the corporation, especially relative to achieving the programmatic and resource-development goals and objectives determined by the Board. Specifically, the President is responsible for assisting the Chairperson and Vice Chairperson of the Board in leading the Board in fulfilling its responsibilities; leading the Executive Council in fulfilling its responsibilities, including by chairing its meetings and by managing the Executive Director between meetings; managing the Executive Vice President, Treasurer, Assistant Treasurers, Secretary, and Assistant Secretaries; guiding the business affairs of the corporation; and performing all duties incident to the office of President and such other duties as may be prescribed by these bylaws or by the Board of Directors from time to time. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation.

Executive Vice President

5.06. In the absence of the President or in the event of his inability or refusal to act, the Executive Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Executive Vice President shall support the President and perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

5.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 5 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Secretary

5.08. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents,

the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office and email addresses of each Director which shall be furnished to the Secretary by each Director; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Assistant Treasurers and Assistant Secretaries

5.09 If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE 6 -- STAFF

Executive Director

6.01. The Executive Director shall be the chief operating officer of the corporation and shall be considered the chief of all staff, both paid and volunteer. The Executive Director shall be appointed by the Board of Directors. The Executive Director shall supervise and control the day-to-day business affairs of the corporation. The Board of Directors, only by majority vote of the entire current voting membership thereof, may remove the Executive Director from office for just cause, consistent with applicable law and contracts. The Executive Director shall support the Executive Council in developing the corporation's operational plans, and shall be accountable to the Executive Council, and to the President in its stead, for the staff's operational and tactical implementation of those plans. The Executive Director shall facilitate communications between the officers and the staff, including by making regular status reports available to the Board of Directors and to the Executive Council whenever it meets.

Duties and Authority

6.02. In addition to the elements listed in Article 6.01, specific duties and devolved responsibilities are:

- i. Manages all staff, contractors, and volunteers including all vice presidents except the Executive Vice President.
- ii. Responsible for the day-to-day finances of the organization.
- iii. Makes changes to the budget of less than 10%.
- iv. Approves new Programs with budgets under \$5,000 within existing resources or with a new funding commitment in place.
- v. Main external representative and contact point of WSWA.
- vi. Manages WSWA day-to-day activities.
- vii. Responsible for media and branding of WSW and WSWA.

ARTICLE 7 -- BOARD OF ADVISORS

Responsibilities

7.01. The Board of Advisors shall be responsible for providing advice, guidance, expertise and other support as needed to the Board of Directors and the Executive Council. Advisors are invited to respond to requests for input and performing tasks including donations, networking, or input to WSW annual theme. Advisors shall be individuals who are committed to the goals of the corporation and who are willing to lend their time, counsel, and other resources at their disposal to the successful achievement of those goals. Advisors need not be residents of Texas.

Number, Election, and Tenure

7.02. The maximum number of Advisors is not limited. Advisors shall be elected by the Board of Directors. The term shall be five years, and may be staggered as determined by the Board of Directors. Terms shall end at the close of the regular annual meeting. There is no limitation of the number of consecutive terms an Advisor may serve. The Board of Directors may remove an Advisor, based on actions by that Advisor which seriously threaten the success or reputation of the corporation, only by only by majority vote of the entire current voting membership thereof.

Regular Meetings

7.03. The Board of Advisors shall hold one annual meeting. Attendance in person or by teleconference is encouraged but not required. Advisors are expected to be reasonably available to support the organization, its Directors, Officers, and the Executive Director as and when needed on an individual basis in between meetings.

7.04. All meetings of the Board of Advisors shall be presided over by the Chairperson of the Board of Directors or the President. If the Chairperson of the Board or the President is not present at a meeting of the Board of Advisors, the Vice-Chairperson of the Board of Directors or the Executive Vice-President shall preside over the meeting.

Special Meetings

7.05. Special meetings of the Board of Advisors may be called by or at the request of the President or Chairperson of the Board of Directors.

Compensation

7.06. Advisors shall not receive any compensation for their contributions to the corporation unless specifically agreed by a resolution of the Board of Directors.

ARTICLE 8 -- CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

8.01. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Payments, Checks and Drafts

8.02. Unless determined otherwise by the Board of Directors or specified below, all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Executive Director, except for matters relating to the direct compensation or expenses of the Executive Director which must be countersigned by the President or Executive Vice President. The Executive Director shall have authority, without approval of the Treasurer or Assistant Treasurer, to approve any payments or orders for payment within the approved budget which are less than one hundred dollars or as otherwise approved by the Board of Directors, and shall notify the Treasurer of all such transactions within seven days.

Deposits

8.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Council may select.

Gifts

8.04. The Board of Directors or the Executive Council may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 9 -- BOOKS AND RECORDS

9.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10 -- FISCAL YEAR

10.01. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 11 -- SEAL

11.01. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal of World Space Week Association"

ARTICLE 12 -- WAIVER OF NOTICE

12.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 13 -- AMENDMENTS TO BYLAWS

13.01. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least fourteen days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

[END OF AMENDMENT]