

BYLAWS
of
Amateur Radio on the International Space Station, Inc.

ARTICLE I
Names

- 1.1 The name of the corporation is Amateur Radio on the International Space Station, Inc.
- 1.2 The trade name of the corporation is ARISS-USA™ .

ARTICLE II
Definitions and Acronyms

- 2.1 “Corporation” and “ARISS-USA” shall mean Amateur Radio on the International Space Station, Inc., its successors and assigns.
- 2.2 “Board” shall mean the Board of Directors of the Corporation.
- 2.3 “Section 501(c)(3)” shall mean section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law.
- 2.4 “ARISS” shall mean the international Amateur Radio on the International Space Station working group.
- 2.5 STEAM shall mean science, technology, engineering, arts, and mathematics.

ARTICLE III
Purposes, Objectives and Governing Instruments

- 3.1 Purposes. The Corporation’s purposes, as set forth in its Articles of Incorporation, include providing and operating amateur radio systems on the International Space Station (ISS) and elsewhere in order to inspire, educate, and engage youth and communities in science, technology, engineering, arts, and mathematics (STEAM) and to support ISS backup communications. Among the specific purposes intended are the following:
 - (a) Developing and providing equipment and technology used or useful for amateur radio communication, particularly but not exclusively from crewed spacecraft;
 - (b) Encouraging STEAM education by way of lessons and experiences related to amateur radio, space, or both;

- (c) Developing lesson plans, equipment, and software to assist educators with STEAM education related to amateur radio and space;
- (d) Experimentation with methods of amateur radio communications between astronauts and students, whether the parties to the communications be in space or on Earth;
- (e) Facilitation of back-up amateur radio communications for the crews of human-tended spacecraft;
- (f) Dissemination of scientific, technical, and educational information derived from such communications and experimentation, and encourage publication of such information in treatises, theses, publications, technical journals or other public means; and
- (g) Serving as the ARISS volunteer team in the United States region, working with ARISS to achieve these purposes.

3.2 Powers. The Corporation is organized for charitable, educational, and scientific purposes and, as such, its affairs and activities shall be carried out at all times in conformity with all applicable provisions of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be, and it is, a non-profit, nonstock corporation under the laws of the State of Maryland.

3.3 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of gender identity, age, race, color, national origin, religion, physical handicap or disability, and any other basis prohibited by law.

3.4 Limitations on Activities. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3).

ARTICLE IV Membership

The Corporation shall have no voting members. The Corporation relies heavily on contribution of services by volunteers, donors, and other supporters to achieve its purposes.

ARTICLE V Directors

5.1 Number. The Corporation shall have four Directors. Each Director shall also hold one of the following offices during their term – Executive Director, Associate Director, Treasurer, or Secretary. These offices shall be appointed when Directors are elected.

5.2 Powers and Duties. Subject to the provisions of law, of the Articles of Incorporation, and of these Bylaws, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

5.3 Election and Term of Office. The initial Directors of the Corporation shall be those persons specified in the Articles of Incorporation. These individuals shall be replaced or elected at the first meeting of the Board. Directors serve a two-year, staggered term. At the first Board meeting, one-half of the Directors shall be elected by the initial Directors for a two-year term and the remaining Directors for a one-year term. Thereafter, at each annual meeting, each Director whose term is expiring shall be re-elected or replaced by majority vote of the other Directors to serve a two-year term. Each Director shall hold office until their election meeting and until such Director's successor has been elected and qualified, or until such Director's death, resignation, or removal.

5.4 Removal. Any Director may be removed for cause by the vote of two-thirds of the Directors then in office.

5.5 Resignation. Any Director may resign from office at any time by delivering a written resignation to the Secretary. Such resignation shall be effective immediately, or later if so specified. Acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

5.6 Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled at any Board meeting by the vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

5.7 Compensation. Directors shall not be compensated for their services as Directors of the Corporation, but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board meetings or otherwise in connection with the performance of their duties as Directors. Directors may be compensated for personal and professional services rendered to or on behalf of the Corporation pursuant to a contract approved in advance by the Board and subject to compliance with the Corporation's conflicts of interest policy.

ARTICLE VI

Board Meetings

6.1 Meetings. All formal business of the Corporation shall be performed at a meeting of the Board. The Executive Director shall preside at all meetings. The Secretary shall be responsible for preparing minutes of each meeting.

6.2 Annual Meeting. A meeting of the Board shall be held annually at such place, date, and time as may be fixed by the Board. The purposes of the annual meeting shall be receiving annual reports of the Board and Officers, electing Directors, adopting the annual budget, and transacting such other business as may be brought before the meeting.

6.3 Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the Executive Director or by a majority of the Directors then in office.

6.4 Notice of Meetings. The Secretary shall electronically send notice of all Board meetings to each Director and invitee at least 24 hours (for electronic meetings) or 2 weeks (for face-to-face meetings) prior to such meeting. In the event of a special meeting called for a time-critical purpose, notice can be waived at the meeting if a quorum exists and by two-thirds vote of the Directors then in office. Notice can be either a separate meeting announcement or contained in minutes of the meeting at which the subject meeting was scheduled. Notice shall include date, time, and location or means of joining the meeting. Notice of the annual meeting shall additionally be given to all Officers and volunteers of the Corporation.

6.5 Quorum and Voting. Board meetings must be attended, whether in person or by electronic means, by a majority of the Directors then in office in order to establish a quorum for transacting business. Unless specified elsewhere in these Bylaws, passage of a question requires an affirmative vote by a majority of the Directors voting. In the event of a tie, the Executive Director shall be afforded an additional vote to resolve the tie.

ARTICLE VII

Bank Accounts, Checks, Contracts, and Investments

7.1 Bank Accounts, Checks and Notes. The Board is authorized to select banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness. Such actions shall require two authorized signatures. Any two of the Executive Director, Associate Director, and Treasurer, without board approval, shall be so authorized for individual amounts not to exceed \$1000.

7.2 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount, except that the Executive Director and Associate Director each shall have such power and authority for contracts and agreements with an individual aggregate value not to exceed \$5000.

7.3 Investments. The funds of the Corporation may be retained in whole or in part in cash or be reasonably and prudently invested and reinvested from time to time by the Treasurer in such property – real, personal, or otherwise – or stocks, bonds, or other securities, as the Board may deem desirable.

ARTICLE VIII

Officers

8.1 Officers. The Officers of the Corporation shall be the Executive Director, Associate Director, Treasurer, Secretary, Director of Business Development, Director of Volunteer

Resources, Director of Education, Director of Public Engagement, Director of Engineering, and Director of Operations. Additional Officers may be created, and their duties established, by the Board at its discretion, subject to these Bylaws. To the extent practical, Officers shall be appointed from among the Corporation's volunteer team and Directors. An individual may hold more than one office. Officers shall be charged with the execution of policies, programs, and directives of the Board.

8.2 Appointment and Term of Service. The Board shall appoint all Officers. Officers shall serve at the pleasure of the Board until their Directorship ends (for Officers listed in Section 5.1) or until death, removal, or resignation. Newly appointed Officers shall assume their respective duties immediately upon their appointment and acceptance. Outgoing Officers shall be responsible for assuring the orderly and effective transfer of records and responsibilities to the incoming Officers.

8.3 Delegation. In the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time delegate all or any part of the powers or duties of any Officer for a specified duration to any other Officer or to any Director.

8.4 Removal and Resignation. For Officers listed in Section 5.1, the rules for removal (Section 5.4) or resignation (Section 5.5) of a Director shall apply. For other Officers, the following sections shall apply.

- (a) Removal. An Officer may be removed with or without cause by majority vote of the Board at any Board meeting.
- (b) Resignation. An Officer may resign from office at any time by delivering a written resignation to the Secretary. Such resignation shall be effective immediately, or later if so specified. Acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

8.5 Vacancies. Any Officer vacancy arising at any time and from any cause shall be filled by appointment by the Board.

8.6 Duties. The general responsibilities of each Officer are summarized in the following subsections. The Board shall adopt and maintain specific roles and responsibilities for each Officer in separate Roles and Responsibilities documents. In addition to the duties described in such documents and in these Bylaws, each Officer shall have such other powers and shall perform such other duties as may from time to time be assigned by the Board.

- (a) Executive Director. The Executive Director is responsible for overall leadership of the Corporation, serving as Chairman of the Board of Directors and guiding the Board in setting the strategic direction and vision of the Corporation and monitoring its financial health. The Executive Director looks to the future of the Corporation by guiding sustainment and growth. The Executive Director forges and maintains fruitful relationships of trust through direct communication with the Corporation's sponsors, partners, and stakeholders.

- (b) Associate Director. The Associate Director is responsible for day-to-day operations and execution of the strategic direction and vision established by the Board of Directors. The Associate Director is responsible for the development of a team of individuals with the skills and desire to deliver products and services to the educational organizations associated with the ARISS program. The Associate Director serves as a back-up to the Executive Director should the need arise.
- (c) Treasurer. The Treasurer is responsible for the financial and regulatory compliance matters of the corporation. This includes management of cash, distribution of funds, safeguarding financial integrity, and compliance with all regulatory financial requirements whether Federal, state, or local in nature.
- (d) Secretary. The Secretary has the primary duty of insuring that the internal matters of the organization run smoothly and efficiently. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct.
- (e) Director of Business Development. The Director of Business Development is responsible for Corporation sustainment and growth through fundraising drives and the capture of grants and partnerships that are in-line with the Corporation's strategic plan. This person works closely with the Executive Director to maintain and grow solid relationships with major sponsors, stakeholders, government institutions, and philanthropic organizations. Includes the responsibility for overseeing the production and delivery of weekly, quarterly, and annual reports and sponsor-requested metrics.
- (f) Director of Volunteer Resources. The Director of Volunteer Resources is analogous to the Human Resources Department in organizations with employees. Working with job descriptions provided by the other officers, the Director of Volunteer Resources is responsible for the recruitment, basic training, and retention of volunteers needed to complete the Corporation's mission. From time to time, volunteers either retire or tire of the activity, and this position is responsible for respectful and timely end-of-service activities. This position also maintains the volunteer database, manages subscriptions to the mailing lists, and generates policies regarding volunteer conduct.
- (g) Director of Education. The Director of Education is responsible for the establishment and advancement of ARISS education programs and increasing interest in STEAM careers related to space, space sciences and radio technology. This position is expected to interact with educational institutions and partners of all grades (primary, secondary, and post-secondary), and will help recruit and manage new education team members.
- (h) Director of Public Engagement. The Director of Public Engagement is responsible for raising public awareness and excitement in the ARISS program. This includes managing all methods of communicating with the public, such as the public website, press releases, articles, social media (Facebook, Twitter, YouTube channel, podcasts, and so on), and conference participation.

- (i) Director of Engineering. The Director of Engineering is responsible for planning and executing the development of hardware and software systems that will enhance the primary goals of the Corporation, specifically STEAM education and backup communications for crew members on human spaceflight vehicles. The scope of engineering supports the efforts of ARISS and includes everything within the engineering purview of ARISS, such as ISS, Lunar Gateway, satellite developments, and future government and commercial space ventures. International collaboration and coordination on systems and engineering strategies is paramount in this role. Understanding national and international collaboration laws and constraints (such as ITAR) is critically important in this role.
- (j) Director of Operations. The Director of Operations is responsible for the establishment and execution of policies and procedures related to the delivery of Corporation-sponsored services to requesting schools and other organizations. Included within this scope are all activities related to Technical Mentor services, the maintenance of a viable and robust telebridge ground station system, activities related to astronaut operations, and, as the capabilities of the IORS and subsequent ancillary systems are developed, all aspects of the remote operation of ARISS-USA capabilities on the ISS, Lunar Gateway, and other projects as yet unnamed.

ARTICLE IX
ARISS US Delegates

ARISS is an international working group run by Delegates appointed by the AMSATs and national radio organizations of each region whose space agency supports the ISS (in the US, ARRL and AMSAT-NA). Because the Corporation encompasses the US branch of the ARISS volunteer team, the US Delegates have an important role providing recommendations and guidance to the Corporation and enhancing communications among the Corporation, ARISS, AMSAT-NA, and ARRL. In furtherance of this, the Corporation shall, to the extent possible, open, without right to vote, its meetings and activities to the ARISS US Delegates and give due consideration to their recommendations and guidance.

ARTICLE X
Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Articles of Incorporation, Maryland law, and the provisions of the Internal Revenue Code pertaining to non-profit, tax exempt charitable, educational, and scientific organizations.

ARTICLE XI
Amendments

These Bylaws may be altered, amended, added to, or repealed at any meeting of the Board called for that purpose, by the affirmative vote of two-thirds of the Directors then in office.

These Bylaws were adopted at a meeting of the Board of Directors of Amateur Radio on the International Space Station, Inc. on 19 June 2020.

Original Signed by:

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Frank H. Bauer
Executive Director

Kathy Lamont
Secretary