

16 January 2001

BYLAWS

OF

THE NATIONAL SPACE GRANT FOUNDATION, INC.

16 January 2001

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the Foundation is located in the District of Columbia.

SECTION 2. CHANGE OF ADDRESS

The designation of the county, state, or district of the Foundation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the District of Columbia by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__
_____ Dated: _____, 20__
_____ Dated: _____, 20__

SECTION 3. OTHER OFFICES

The Foundation may also have offices at such other places, within or without the District of Columbia, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**ARTICLE 2
NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

This Foundation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this Foundation shall be:

(a) to promote and provide comprehensive science education, research, and public outreach by supporting the individual Space Grant Consortia;

(b) to engage in any legal and proper activities that will benefit the Foundation's mission of furthering scientific and technical education and related research.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The Foundation shall have five (5) directors and collectively they shall be known as the Board of Directors. The number of directors may be increased or decreased from time to time by amendment to these bylaws. The number of directors shall not decrease to a number below three (3).

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in the District of Columbia and must be currently serving as a Space Grant Director in their respective state Space Grant Consortium.

SECTION 3. POWERS

Subject to the provisions of the laws of the District of Columbia and any limitations in the Articles of Incorporation, the activities and affairs of this Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Foundation;

(c) Supervise all officers, agents and employees of the Foundation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the Foundation, and notices of meetings mailed, emailed, telegraphed, or faxed to them at such addresses shall be valid notices thereof;

(f) Establish the short and long term objectives of the foundation, as well as the strategies to meet those objectives;

(g) Review and approve the Foundation's budget, and work with the Treasurer to ensure the financial integrity of the Foundation;

(j) Support the Foundation's fundraising efforts;

(k) Ensure that administrative procedures are sound and that those procedures will ensure the continuation of the Foundation;

The Board of Directors, in furtherance of the specific and primary purposes of this non-profit Foundation as expressed in its Articles of Incorporation, may perform such acts that are necessary or convenient to exercise the powers of this non-profit Foundation stated in its Articles of Incorporation, and generally may do, or cause to be done, any lawful act in furtherance of its specific and primary purposes as stated in its Articles of Incorporation.

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of three (3) years and until his or her successor is elected and qualifies. Directors may succeed themselves. Terms shall be staggered so that two (2) director positions are filled each year, with one (1) position filled in the third year.

SECTION 6. COMPENSATION

Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Such expenses may be approved for payment by the Treasurer up to \$1,500, upon submission by the director of an invoice. Such amounts requested above \$1,500 must be approved by the Board of Directors.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Foundation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors, including via electronic voice or video conference or via electronic mail.

SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held at least once per year.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the Foundation or, if different, at the place designated by the person or persons calling the special meeting including by telephone conference.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. Regular meetings of the Board of Directors may be held upon giving at least ten (10) days written notice to all Directors. Such notice must be written, and may be given personally, by first class mail, by telephone, email, or by facsimile machine.

(b) Special Meetings. At least five (5) days prior notice shall be given by the Secretary of the Foundation to each director of each special meeting of the board. Such notice must be written, and may be given personally, by first class mail, by telephone, email, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Foundation under provisions of the Articles of Incorporation, these Bylaws, or the laws of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. 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 purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of four (4) out of five (5) of the members of the Board of Directors for the transaction of business.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board. Voting by proxy is not permitted.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Foundation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, (2) whenever the number of authorized directors is increased, (3) upon expiration of the term of a director, and (4) upon any director no longer meeting the qualifications found in Article 3, Section 2 of these Bylaws.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Foundation would then be left without a minimum of three (3) duly elected directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office by majority vote of the Board of Directors when a quorum is present, with or without cause, as permitted by and in accordance with the laws of the District of Columbia.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, mid-term vacancies on the board may be filled by majority vote of the Board of Directors from any qualified individual. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Directors will be elected by a vote of the State Consortium Directors in a regular meeting of the National Council of Space Grant Directors to fill the full term of the vacant position.

SECTION 15. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Foundation.

SECTION 16. INDEMNIFICATION BY FOUNDATION OF DIRECTORS AND OFFICERS

The directors and officers of the Foundation shall be indemnified by the Foundation to the fullest extent permissible under the laws of the District of Columbia.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Foundation (including a director, officer, employee or other agent of the Foundation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Foundation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE 4 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Foundation shall be the President who shall also serve as Chairperson of the Board of Directors, Secretary, and Treasurer. The Board of Directors may also appoint Vice-presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Any person who has reached the age of majority in the District of Columbia and who is a member of the Board of Directors may serve as an officer of this Foundation.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors from within its membership for a period not to exceed three (3) years, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Officers may succeed themselves.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed by the Board of Directors, at any time, if the Board of Directors determines removal to be in the best interests of the Foundation. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Foundation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Foundation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in positions of appointed officers may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Foundation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Foundation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Foundation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Foundation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Foundation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Foundation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Foundation.

Exhibit at all reasonable times to any director of the Foundation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the directors of the Foundation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Foundation, and deposit all such funds in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Foundation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Foundation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Foundation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Foundation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this Foundation shall be reasonable and given in return for services actually rendered to or for the Foundation.

SECTION 10. HOLDING MULTIPLE OFFICES

Any officer or member of the board of directors may hold multiple offices within the Foundation as the board of directors shall designate. However, the President and the Treasurer and the President and the Secretary may not be the same person.

ARTICLE 5 COMMITTEES

SECTION 1. ESTABLISHMENT OF COMMITTEES

The Foundation shall have any committee as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

The Board of Directors may, by a majority vote of its members, designate any Committee consisting of any number of board members and may delegate to such committee the duties appropriate to the committee as outlined in a written charge. The Board of Directors may also designate the Chairperson of any committees.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Committee authority, increase or decrease the number of members of the Committee, and fill vacancies on the Committee from the members of the board.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. The President shall be authorized to enter into contracts in value not to exceed \$10,000 or the balance of the uncommitted treasury funds, whichever is smaller. The President shall receive a majority vote of a quorum of the Board of Directors to enter into contracts in value exceeding \$10,000. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have the power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Foundation shall be signed by the Treasurer and countersigned by the President of the Foundation when the amount of the transaction exceeds \$10,000. The Treasurer and the President shall have the power to sign checks equal to or less than \$10,000, provided that the amount of the check does not exceed the remaining uncommitted balance of the treasury. The signing of checks in an amount greater than \$10,000 requires prior Board of Directors approval.

SECTION 3. DEPOSITS

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the nonprofit purposes of this Foundation.

SECTION 5. FISCAL YEAR

The Foundation shall operate on a fiscal year that coincides with the calendar year beginning January 1st of each year.

ARTICLE 7
CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Foundation shall keep at its principal office:

(a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A copy of the Foundation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Board of Directors of the Foundation, or by any duly appointed and currently serving state Space Grant Director, at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Foundation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. INSPECTION RIGHTS OF DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Foundation and shall have such other rights to inspect the books, records and properties of this Foundation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the District of Columbia or by the federal government, to be so prepared and delivered within the time limits set by law.

ARTICLE 8
IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Foundation shall not carry on any activities not permitted to be carried on (a) by a Foundation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Foundation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Foundation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Foundation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Foundation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the District of Columbia.

ARTICLE 9
AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Except as may otherwise be specified under provisions of law, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of a majority of four (4) of five(5) of members of the Board of Directors.

ARTICLE 10
CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Foundation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Foundation filed with an office of the District of Columbia and used to establish the legal existence of this Foundation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 11
Operations

SECTION 1. ENDOWMENT

An endowment shall be established upon receipt of the first gift to the Foundation for the perpetual support of the state Space Grant Consortia and the programs of the Foundation.

SECTION 2. INVESTMENTS

In order to achieve the objectives of the Foundation, the Board of Directors shall establish and document policies and procedures for investments of the Foundation's assets.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of this Foundation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 14 preceding pages, as the Bylaws of this Foundation.

Dated:

William J. Byrd

Mitchell W. Colgan

Richard C. Henry

G. Jeffrey Taylor

Michael Wiskerchen