

BY LAWS
OF
American Society for Gravitational and Space Research, Inc.

ARTICLE I

NAME

The name of the corporation shall be American Society for Gravitational and Space Research, Inc., and it is sometimes referred to herein after as the "corporation."

ARTICLE II

PURPOSES AND POWERS

SECTION I. Purposes. American Society for Gravitational and Space Research is organized exclusively:

1. To promote research, education, training and development in the areas of gravitational space biological and physical processes and to apply the knowledge gained to a better understanding of gravity and other space environmental factors.
2. To promote the importance of understanding the role of gravity on biological and physical systems within terrestrial and space environments.
3. To educate the next generation of biological and physical science researchers and technology developers.
4. To disseminate information on gravitational space research and to apply this research to the solution of terrestrial and space problems.
5. To provide forum for international scientific exchange of basic and translational biological and physical science research among professionals I government, business, academia and other segments of society involved in gravitational and space biological and physical science research and applications.

SECTION 2. Non-Profit Character. The corporation is a nonprofit corporation and is organized without capital stock. No part of the funds or income of the corporation shall ever inure to the benefit of any person who has a personal or private interest in the activities of this corporation, nor shall any substantial part of the funds or income be used to influence legislation by propaganda or otherwise, or to participate or intervene in any political campaign on behalf, of or in opposition to, any candidate for public office.

SECTION 3. Membership. The corporation shall be a *non-profit membership* organization. The Members shall have access to the corporation's research papers and journals and receive reduced rates to the corporation's annual conference. In addition, the members shall be entitled to vote on non-binding advisory issues as decided by the Board of Governors.

SECTION 4. Powers. The business and affairs of the corporation shall be managed by a Board of Governors, who may exercise all powers of the corporation and do all lawful acts as permitted by statute, the Articles of Incorporation, or these Bylaws.

SECTION 5. Public Issues. The corporation shall not be responsible for the personal views expressed by any of its speakers, authors, employees, officers, or governors unless these views have been affirmed or ratified by the Board of Governors.

ARTICLE III

OFFICES

SECTION 1. Registered Office. The registered office of the corporation shall be at 9214 Center Street, Suite 101, Manassas, Virginia 20110.

SECTION 2. Principal Office. The principal office of the corporation shall be located at 12209 Wheat Mill Loop, Bristow, Virginia 20136, or at such place as the Board of Governors shall from time to time designate. The corporation may also maintain additional offices at such other places as the Board of Governors may from time to time designate.

ARTICLE IV

BOARD OF GOVERNORS

SECTION 1. Power of Board. The power to conduct the business and affairs of the corporation is vested exclusively in its Board of Governors, sometimes hereinafter referred to as the "Board". The Board shall determine the manner in which the monies of the corporation shall be spent through the adoption of an annual budget and through such non-budgeted authorizations as may be approved from time to time. The Board shall be responsible for the development of policies and programs for the corporation, for the assurance of adequate financing and staffing, and for the evaluation of the services rendered and to be rendered in connection with the corporation's stated purposes. In addition, the Board shall have final responsibility for determining personal policies.

SECTION 2. Number of Governors. The Board of Governors shall consist of a minimum of three (3) persons, or such larger number as may be determined from time to time

by a majority vote of the whole Board without amendment of these Bylaws. At this time there are fifteen (15) persons authorized and placed on the Board of Governors.

SECTION 3. Election of Governors. Governors shall be elected by a majority vote of the Governors at the annual meeting each Governor having one vote for each of the slots available for a Governor.

SECTION 4. Term. Governors shall serve for a term of three (3) years and thereafter until their successors are elected.

SECTION 5. Vacancies. If the office of any Governor becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the whole Board shall elect a successor, or successors, who shall hold office until the next election of Governors.

SECTION 6. Vote. Each Governor shall have one vote, exercisable in person or by proxy.

SECTION 7. Quorum. A majority of the Board of Governors shall constitute a quorum. The act or vote of a majority of the Governors present at a meeting at which a quorum is present shall be the act or vote of the Board unless the act or votes of a greater number is required by these Bylaws.

SECTION 8. Removal. The Board of Governors may by two-thirds (2/3) vote, remove any Governor with or without cause.

ARTICLE V

GOVERNORS MEETINGS AND NOTICES

SECTION 1. Annual Meeting. An annual meeting of the Board of Governors shall be held. At such time, officers shall be elected, annual reports considered and acted upon, the annual budget for authorized expenditures adopted, and such other businesses transacted as shall properly come before the meeting.

SECTION 2. Regular Meetings. Regular meetings of the Board of Governors may be held at such time and place as shall from time to time be determined by the President or by resolution of the Board.

SECTION 3. Special Meetings. A special meeting of the Board of Governors may be called by the President of the corporation on at least one (1) day's notice to each Governor. Special meetings shall be called by the President or Secretary-Treasurer in like manner and/or like notice upon written request of the majority of the Board of Governors.

SECTION 4. Place of Meetings. The Governors of the corporation may hold their meetings either within or without Virginia.

SECTION 5. Telephone Meetings. At any meeting of the Board, as many Governors as so desire may attend by telephone, radio, television or other similar means of communication, provided the means permits the Governors to personally participate in the meeting. Any Governors so attending shall be deemed present at the meeting for all purposes including a determination of whether a quorum is present.

SECTION 6. Notice. Whenever under the provisions of the statutes of Virginia, or these Bylaws, notice is required to be given to any Governor and no provision is made as to how such notice shall be given, such may be given either by personal notice (either orally or in writing), or in writing by mail, postage prepaid, addressed to each Governor at such addresses as appears on the books of the corporation and no less than ten nor more than sixty days before the date of the meeting. Any notice required to be given in writing shall be deposited in the United States mails as aforesaid.

SECTION 7. Waiver of Notice. Whenever notice is required to be given in writing to any Governor under the provisions of the statutes of Virginia or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice.

SECTION 8. Attendance as Waiver. Attendance of a Governor at a meeting shall constitute a waiver of notice of such meeting except where a Governor attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 9. Action Without a Meeting. Any action that may be taken by the Board of Governors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Governors.

ARTICLE VI

SECTION 1. Election. The Board of Governors shall nominate and elect officers who, shall be Governors, unless the Governors decline to become officers and at that time the Board may appoint officers who are not Governors. The method of nomination and election shall be determined by a majority vote of the whole Board.

SECTION 2. Number. The officers of the corporation shall include a President, President-Elect and Secretary-Treasurer and such other officers as the Board shall determine.

SECTION 3. Terms. Officers shall serve a term of one (1) year and thereafter until their successors are elected. Election or appointment of an officer, employee or agent shall not create contract rights between any appointee and the corporation, and nothing in these

Bylaws may be construed to create any contract rights, written or implied, with respect to the term of office, compensation, or benefits for any officer, employee, or agent.

SECTION 4. Consecutive Terms. Any person chosen as an officer may succeed himself and serve as many consecutive terms as he may be elected by the Board.

SECTION 5. Removal. Any officer may be removed with or without cause with a 2/3 vote of the Board.

SECTION 6. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Governors or to the President. Any such recognition shall take effect at the time specified therein, or if no time is so specified, upon its receipt by the Board or President, as the case may be; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. Vacancies. A vacancy in any office shall be filled by vote of a majority of the Board of Governors at any regular or special meeting.

SECTION 8. Duties and Authority of Officers.

A. President. The President shall preside over all meetings of the Board of Governors. He shall also have the authority to execute, with the prior approval of the Board of Governors, all conveyances of land, bonds, mortgages, notes, securities and other documents, except where required by law or otherwise to be signed and executed by all members of the Board. The President shall also be the chief executive officer of the corporation. He shall have the responsibility for the execution and accomplishment of all orders and resolutions of the Board and shall be primarily responsible for the accomplishment of the purposes and discharge of the duties and responsibilities imposed by the Board of Governors. He is empowered to appoint committees as herein provided and shall, ex officio, be a member of all such committees. He shall have the overall responsibility for all day-to-day operations, for administering the services of the agency, for selecting and employing staff, for planning and coordinating all phases of the program and services within the framework of functions and policies to be established by the Board, for evaluating continuously the effectiveness of the service of the corporation and for seeking new approaches and knowledge. He shall also execute, with the prior approval of the Board of Governors, all conveyances of land, bonds, mortgages, notes, securities and other documents, except where required by law or otherwise to be signed and executed by all members of the Board and except in instances where the signing and execution thereof shall be expressly delegated by the Board of Governors to some other officer or agent. Upon approval of the Board of Governors, the President may delegate any of the above responsibilities to an Executive Director.

B. Vice President(s). If the position of Vice-President is activated by the Board, the Vice President(s) shall, in the absence or disability of the President, perform the duties and exercise the Powers of the President, and shall perform such other duties as the Board of Governors shall from time to time prescribe.

C. Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of all meetings of the Board of Governors, and shall be the custodian of all books and records of the Board, excepting those relating to the funds and properties of the corporation. He shall be the custodian of the Seal of the corporation and shall affix the seal to all such documents as may be required. He shall give notice of all meetings of the Governors in accordance with the provisions of these Bylaws, and shall keep copies of these Bylaws, available for inspection by the Board. In the event of his absence from a meeting of the Board or his inability to perform duties, the President may designate a temporary substitute.

The Secretary-Treasurer shall be the custodian of all funds and properties of the corporation, and all books, bank accounts and records pertaining to such funds and properties. He shall, if specifically required by the Board of Governors, give bond for the faithful performance of his duties, in such amount and in such form and with such surety as shall be determined by the annual financial report prior to each annual meeting of the Board of Governors relating to the fiscal affairs of the Board, in such form and containing such information as may from time to time be directed by the Board. The Secretary-Treasurer shall also prepare such other financial records and reports as required or requested by the Board of Governors. Except as may be otherwise authorized by the Board of Governors, he shall countersign all checks disbursing funds belonging to the corporation. He shall keep and retain all funds and properties of the corporation in such depositories as may be designated by the Board of Governors. Accounts shall be open at all times to the inspection of any member of the Board of Governors.

ARTICLE VII

EXECUTIVE COMMITTEE

SECTION 1. Number and Election. The Board at its discretion can elect an Executive Committee of Governors consisting of three (3) or more members. It shall have the power and authority to carry on all businesses of the corporation during the time that the whole Board is not in session, except for that business specifically enumerated to be conducted by the Board at the annual meeting pursuant to Article V, Section 1, of these Bylaws.

SECTION 2. Terms. Executive Committee members shall serve a term of one (1) year and thereafter until their successors are elected and qualified.

SECTION 3. Consecutive Terms. Executive Committee members may be elected to consecutive terms.

SECTION 4. Meetings. The Executive Committee shall meet at such times and places as the President shall determine. Notice shall be given in accordance with Article V of these Bylaws.

ARTICLE VIII

ADVISORY BOARD

SECTION 1. Power of Advisory Board. The Board of Governors shall have the authority but not the requirement to name an Advisory Board. If the Board so appoints an Advisory Board, the Advisory Board shall have no power or authority concerning the business and affairs of the corporation, but shall assist the Board of Governors in evaluating periodically the kind of services the corporation is providing. The Advisory Board shall assist the Board in evaluating program quality and the need for any changes; it shall keep informed about the corporation's philosophy and standards of operation; and it shall assist the Board of Governors in providing the funds, resources and equipment required to carry out the corporation's purposes.

SECTION 2. Number of Advisory Board Members. The Board of Governors shall determine the number of persons that shall comprise the membership of the Advisory Board.

SECTION 3. Term. The members of the Advisory Board shall serve for a term of one (1) year and thereafter until successors are appointed.

SECTION 4. Appointment. The Board of Governors shall appoint the members of the Advisory Board and the method and procedure of such appointments shall be determined by a majority of the whole Board of Governors. The Board of Governors, by a majority vote, can vote to suspend or terminate the Board of Advisors at any time.

ARTICLE IX

SECTION 1. Dissolution. In the event of dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, the net assets shall be distributed as determined by the Board of Governors, in accordance with its Articles of Incorporation, provided that no part shall inure, directly or indirectly, to the benefit of any officer, Governor or private individual.

SECTION 2. Prohibited Transactions; Tax Exemption. The corporation shall not do any act which shall constitute a basis for denial of tax exemption under applicable laws. In particular:

- (a) The corporation shall not:
 - (1) Loan any part of its income or corpus, without the receipt of

adequate security and a reasonable rate of interest;

- (2) Pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
- (3) Make any part of its services available, on a preferential basis;
- (4) Make any substantial purchase of securities or any other property, for more than adequate consideration in money or money's worth;
- (5) Sell any substantial part of its securities or other property for less than an adequate consideration in money or money's worth; or;
- (6) Engage in any other transaction which results in a substantial diversion of its income or corpus with a:
 - a) person who has made a substantial contribution to the corporation, a member of the family of such person, or a corporation controlled by such person.
 - b) The corporation shall not accumulate income amounts which:
 - 1) Are unreasonable in amount or duration in order to carry out the purpose or function constituting the basis for tax exemption or the corporation; or
 - 2) Are used to a substantial degree for purposes or functions other than those constituting the basis for tax exemption; or
 - 3) Are invested in such a manner as to jeopardize the carrying out of the purposes or function constituting the basis for tax exemption.

SECTION 3. Gifts. The corporation is hereby authorized to receive gifts, legacies, and bequests.

SECTION 4. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Governors may from time to time designate.

SECTION 5. Action Taken Without a Meeting. Any action required by the statutes of Virginia, or these Bylaws to be taken at a meeting of the Board of Governors, or

any action which may be taken at a meeting of the Board of Governors, may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all Governors of the corporation. Such consent shall have the same force and effect as a unanimous consent of the Governors.

SECTION 6. Remuneration and Reimbursement. Governors, officers and employees shall be entitled to such reasonable compensation as the Board of Governors may from time to time determine. In the event compensation is not awarded to Governors generally, a Governor may nevertheless receive reasonable compensation for special services rendered to the corporation as the Board may determine. In addition to reasonable compensation, if any, Governors shall be entitled to reimbursement for actual, reasonable expenses incurred in connection with the corporation's affairs. If compensation is not paid, Governors shall in any event, be entitled to reimbursement for such expenses.

SECTION 7. Resignation. Any Governor, officer or committee member may resign by giving notice to the President, Secretary-Treasurer, or Board of Governors.

SECTION 8. Indemnification. The Board of Governors is authorized based upon the majority vote of a quorum thereof consisting of disinterested Governors, to indemnify any current or former Governor, officer, employee or agent of the corporation as to the amounts actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was Governor, officer, employee or agent, including the expenses of judgments, fines and amounts paid in settlement in connection with such action, suit or proceeding, so long as he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation. The corporation is authorized to create one or more separately identified funds to provide for such indemnification, reimbursement, or other payment.

ARTICLE X

AMENDMENT OF BYLAWS

SECTION 1. Vote on the Board. These Bylaws may be altered, amended or repealed by the vote of two-thirds of the membership of the Board of Governors.

SECTION 2. Limitations on Bylaws Amendment. No amendment may be made to these Bylaws which would alter the corporation's exclusively educational, charitable, and religious purposes, or would cause benefit other than reasonable compensation and reimbursement for expenses as determined under Article IX to inure to any person who has a personal and private interest in the activities of this corporation.

This is a true copy of the By-Laws of the American Society for Gravitational and Space Research, Inc.