

By-Laws of the Monroe Astronautical Rocket Society

ARTICLE I: NAME

The name of this organization shall be the Monroe Astronautical Rocket Society.

ARTICLE II: PURPOSE

The purpose of the Monroe Astronautical Rocket Society, hereafter called the MARS, shall be to aid and encourage by all suitable means all people interested in model rocketry and its related sciences. MARS shall:

- (a) promote the safe pursuit of rocketry;
- (b) prepare, collect, correlate, and disseminate by publication or otherwise facts, information, articles, books, or other literature pertaining to rocketry, and shall engage in, encourage, and promote the educational aspects of rocketry;
- (c) establish and maintain means of communication with its members, committees, other functions, and its affiliates, and shall collaborate or affiliate with other organizations whether scientific or otherwise, in any manner and to any extent which, in the judgment of the Board of Trustees, will best aid in accomplishing its objectives;
- (d) strive to promote and improve the image of rocketry with the general public and with all levels of government, and shall cooperate with all levels of government to the end that non-professional rocket activities may be conducted without undue restriction;
- (e) encourage membership in MARS and promote the growth of MARS;
- (f) engage in and encourage organized rocket activities as MARS or the Board of Trustees may from time to time deem necessary or desirable in connection with this article;
- (g) promote an increasingly wide interest in the scientific techniques pertaining to rocketry, encourage research and experimentation; and MARS may buy, hold, or convey real and personal property to that end.
- (h) shall be a sanctioned and chartered National Association of Rocketry (NAR) section.

ARTICLE III: MEMBERSHIP

Section 1: The membership of MARS will be comprised of citizens of the United States or other nations regardless of where they may be residing.

Section 2: The membership of MARS shall comprise the following classes:

- (a) Senior Membership,
- (b) Junior Membership,
- (c) Honorary Membership,
- (d) Manufacturer and Corporate Supporting Membership, and

such additional classes as the Board of Trustees may deem it appropriate to create.

Section 3: Senior members shall be those persons 18 years of age or older who are interested in the sciences of rocketry, astronautics, or their allied fields

Section 4: Junior members shall be those persons under 18 years of age who are interested in the sciences of rocketry, astronautics, or their allied fields.

Section 5: Honorary members shall be those persons who, by their contribution to the sciences of rocketry, astronautics, or their allied fields, or by their interest in or aid to MARS, shall be deemed eligible for such membership by a vote of the Board of Trustees.

Section 6: Manufacturer and Corporate Supporting members shall be limited to those firms who manufacture, produce, distribute, or sell rocket engines, kits, parts, components, accessories, and/or equipment and those firms or organizations who are interested or involved in rocketry, astronautics or their allied fields, including the educational aspects thereof.

Section 7: A person or organization having expressed his (its) desire for membership shall become a member of the appropriate class upon satisfaction of the Membership Committee as to his (its) sincerity of purpose and good reputation, upon affixing his (its) name to a statement pledging to serve and abide by the National Association of Rocketry Safety Code(s) in all non-professional rocket activities, and upon payment of dues required by these By-Laws.

Section 8: Members of all classes shall be entitled to attend all business and other meetings of the MARS. However, as later provided herein, only voting members of MARS need be formally notified of meetings. In addition, all classes of members shall be entitled to participate in the rights and privileges of MARS except as expressly provided herein.

Section 9: Voting on all matters related to the business of the MARS shall be restricted to Senior and Honorary Members of MARS as well as a single vote from each Manufacturer Member and each Corporate Supporting Member.

Section 10: For conduct prejudicial to the objectives, reputation, or property of MARS, or for failure to observe and abide by the Safety Code(s) of the National Association of Rocketry in all model rocket activities, a member of any class may be censured, suspended, or expelled by a Committee of three Senior members in good standing appointed by the President. Notice of all charges against such member and of the time and place of the meeting at which they are to be presented shall be sent to the member by mail not less than thirty (30) days prior to such a meeting. A written summary of all evidence to be presented shall be sent to the member by mail not less than twenty-one (21) days prior to such a meeting. Such member shall be given the

opportunity to be heard at the meeting in his own defense. Such member in addition to, or in lieu of a personal appearance, may present a written defense; an address to which such written defense is to be sent must be provided to the member not less than twenty-one (21) days prior to such meeting. Any member of any class charged with violation(s) of the Safety Code(s) of the National Association of Rocketry shall automatically be suspended from membership until the meeting of the Committee at which his, her or its case is to be decided, providing the time of suspension is not longer than one (1) year from the date of suspension until the date of the hearing. No person, once having been admitted in good faith as a member of the MARS, shall be denied the right to continued membership except for the above reasons and through the above procedure, or except for non-payment of dues or other debts owed to MARS.

ARTICLE IV: DUES

Section 1: MARS will levy dues as determined by a vote of the Board of Trustees.

Section 2: Membership shall be effective for the calendar year

Section 3: A family membership plan shall be offered.

Section 4. All rights and privileges of a member whose dues or debts to MARS are not paid in full on or before thirty (30) days after they are due shall be suspended until such time as said dues and/or debts are paid in full. The membership of any member whose dues or debts to MARS are not paid in full on or before one hundred and eighty (180) days after they are due shall be cancelled and the cancelled membership shall not be reinstated until said dues and/or debts are paid in full and the requirements of Article III, Section 7 of these By-laws have been satisfied again in connection such reinstatement.

ARTICLE V: MEETINGS

Section 1: Business meetings of MARS shall be held at least once each year at a time and place to be determined by the Board of Trustees.

Section 2: Special meetings may be called by the President or any two members of the Board of Trustees.

Section 3: Not less than ten (10) days or more than sixty (60) days before the date of any Annual or Special Meeting of Members, MARS shall give to each Member written or printed notice stating the time and place of the meeting and, in the case of a Special Meeting, indicating that it

is being issued by or at the direction of the person or persons calling the meeting and the purpose or purposes for which the meeting is called. Such notice shall be delivered either by first class mail or by presenting it to the Member personally. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, addressed to the Member at his or her post office address as it appears on the records of MARS or, if a member has filed with the Secretary of MARS on a written request that notices to that member be sent to a different address, then such mailing shall be directed to such member at such different address.

Notwithstanding the foregoing provision, a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after such meeting is held, or actual attendance at the meeting in person without objection to lack or deficiency of notice prior to the conclusion of the meeting, shall be deemed equivalent to the giving of such notice to such persons. Any meeting of Members, Annual or Special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board of Trustees fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as set forth in this Section 3.

Section 4: The presence in person or by proxy of Members having not less than one -third (1/3) of the total votes of the Membership entitled to vote shall constitute a quorum at any meeting. However, if a meeting cannot be held because a quorum is not present, the majority of the Members present, either in person or by proxy, may, without notice other than announcement to those physically present, adjourn the meeting from time to time until a quorum shall be present in person or by proxy. Trustees shall be elected by the affirmative vote of Members entitled to vote and casting a plurality of the votes cast at a meeting of Members. With respect to all acts other than the election of Trustees, the act of Members casting a majority of the votes cast at a meeting shall be the act of the Members unless the act of a greater or lesser number is required by law.

All elections will be conducted by secret ballot.

Section 5: Wherever the vote of the membership is required to be taken in connection with any action of MARS, the meeting and vote of the membership may be dispensed with if all Members who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such action being taken.

Section 6: "Robert's Rules of Order, Revised" shall govern the procedure at all meetings. Unless otherwise provided by statute, or by these By-Laws, all elections and all questions shall be decided by a majority of the votes cast.

ARTICLE VI: BOARD OF TRUSTEES

Section 1: The governing body of MARS shall be a Board consisting of four (4) Trustees who shall be Senior or Honorary members of MARS having had membership in MARS for at least three (3) full years, and two Trustees shall be elected every year for a term of two (2) years or until their successors are elected by the voting members of MARS. All Trustees shall be NAR members in good standing and no Trustee shall serve as an officer or board member of another national or local rocketry club or organization.

Section 2: Three (3) or more members of the Board of Trustees shall constitute a quorum. Any one or more members of the Board may participate in a meeting by means of a conference telephone, internet chat or video or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

Section 3: Meetings of the Board of Trustees shall be held at least once a year. Notice of all meetings of the Board of Trustees shall be sent by the Secretary to each Trustee at least thirty (30) days in advance.

Section 4: In case of vacancy in the Board of Trustees by death, resignation, removal or failure of election, the remaining Trustees may appoint any Senior or Honorary member of MARS otherwise eligible to run for election to the Board to fill the unexpired term subject to a ratification vote of a majority of the voting membership at a special election.

Section 5: The Board of Trustees shall cause minutes to be kept of their meetings and of all actions taken by them by which MARS may be bound or which involve the expenditure of funds of MARS. Such minutes shall be kept by the Secretary and shall be made available to the membership within sixty (60) days of such meetings or such actions.

Section 6: The fiscal years of MARS shall begin on January 1 of each year. The Board of Trustees shall cause to be made and certified a report of all the receipts and disbursements of MARS for the past fiscal year, a true copy of which shall be placed with the minutes of the annual meeting of the Board of Trustees. The board of Trustees shall establish and approve an operating budget for the fiscal year at the first meeting of the Board of Trustees of the calendar year.

Section 7: Failure to attend at least half of the regular meetings of the Board of Trustees in any given year shall be cause for removal of a Trustee upon vote of more than one half (1/2) of those Trustees present and voting at any meeting of the Board. Attendance for out of State Board of Trustee members may be accomplished through phone or e-mail.

Section 8: For conduct prejudicial to the objectives, activities, property, or reputation of MARS, a Trustee, either elected, appointed, or Honorary, may be removed from office by a three-quarters (3/4) vote of those Trustees present and voting at any meeting of the Board after notice of the charges against him and an opportunity to be heard in his own defense.

Section 9: At all meetings of the Board of Trustees, the conduct of the meeting shall be governed by "Robert's Rules of Order, Revised."

Section 10: The Board of Trustees shall present annually a report, verified by the President and Treasurer, or by a majority of the Board of Trustees, showing the whole amount of real and personal property owned by MARS; where, and how invested; the amount and nature of the property acquired during the year immediately preceding the date of the report, and the manner of acquisition; the amount applied, appropriated or expended during the year immediately preceding such date; and the purpose, objects or persons to or for which such applications, appropriations, or expenditures have been made; which report will be filed with the records of MARS.

Section 13: The Board of Trustees may from time to time authorize the bestowal of any appropriate honors or recognition in the name of MARS to any persons whom the Board may deem deserving.

Section 11: The Board of Trustees may from time to time authorize the bestowal of any appropriate honors or recognition in the name of MARS to any persons whom the Board may deem deserving.

Section 12: The Board of Trustees shall annually establish and approve by majority vote an Operating Agreement that defines Board decision making processes and club financial processes. The Operating Agreement may be amended at any time with majority approval of the Board of Trustees.

ARTICLE VII: OFFICERS

Section 1: The officers of MARS shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Senior Advisor and such other officers as from time to time shall be appointed by the Board of Trustees.

Section 2: The officers of MARS, other than the Senior Advisor, shall be elected from and by the members of the Board of Trustees at the first meeting of the Board of Trustees following the Trustees' election. The Senior Advisor shall be elected by the members of the Board of Trustees at the first meeting of the Board of Trustees following the Trustees' election and may but shall not be required to be a member of the Board of Trustees.

Section 3: Every officer shall serve for one (1) year or until his successor is elected and qualified. Every officer shall be subject to removal at any time by a three-quarters (3/4) vote of those Trustees present and voting, provided the officer be given written notice of the charges against him and an opportunity to be heard in his own defense.

Section 4: If there be a vacancy in the office of President, the Vice-President shall exercise his duties until the next meeting of the Board of Trustees, at which time the Board will elect a member of itself to serve out the unexpired term of office. If there are vacancies in other offices, the President, subject to ratification action of the Board of Trustees, shall appoint a member of the Board of Trustees in good standing to fill the unexpired term of office.

Section 5: All officers are required to be National Association of Rocketry (NAR) members in good standing. No officer shall serve as an officer of another rocketry club, national or local, while an officer of MARS. This does not preclude simple membership in another club.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1: It shall be the duty of the President to preside at all principal functions of MARS, including meetings of the Board of Trustees; to represent MARS in dealings with other organizations and outside agencies, oversee the activities of the committee chairmen ; and to transact business in the name of MARS as directed by the Board of Trustees and in accordance with these By-Laws.

Section 2: It shall be the duty of the Vice-President to act in the place of the President in the case of his failure or inability to act; at the direction of the President, to transact any business that would be in the power of the President to transact; and, in the case of death or disability of the President, for any reason, to serve in his stead until his successor is elected or appointed.

Section 3: It shall be the duty of the Secretary to keep a correct and accurate account of the minutes of all meetings of MARS or the Board of Trustees; to receive, file, prepare and answer the correspondence of MARS such as the President or the Board of Trustees may request; to maintain a record of all material, photographs, drawings, publications, or archival material of a historical nature and provide an accessible file of same for use and inspection of MARS; to keep

a correct and accurate list of the membership with the class of membership and the last known mailing address of each member; to prepare and mail all notices of the meetings of MARS or Board of Trustees; to prepare, distribute, collect and record the results of ballots; and to perform other such clerical and administrative work as may be deemed necessary by the President for the conduct of the affairs of MARS.

Section 4: It shall be the duty of the Treasurer to collect all dues and assessments; to care for the funds of MARS; and to make all financial reports as required by these By-Laws. Any disbursements of the funds of MARS shall be made by the Treasurer, and all checks, drafts, notes, and orders for payment of the funds of MARS shall be signed by the Treasurer. The Treasurer may appoint as his deputy another of the trustees, subject to Board approval, to collect and deposit moneys paid to MARS as well as make disbursements as necessary to carry out the day to day business of the club.

Section 5: It shall be the duty of the Senior Advisor to provide advice and historical club precedent in any matter deemed necessary by the other officers.

ARTICLE IX: COMMITTEES

Section 1: The President shall appoint, subject to the ratification of the Board of Trustees, the Chairmen of the standing Committees and the Chairmen of such Special Committees as the President shall, from time to time, deem necessary or desirable to achieve the aims and purposes of MARS.

Section 2: The standing committees shall consist of the following:

- (a) Membership Committee,
- (b) Education Committee,
- (c) NYPOWER Committee
- (d) Launch Operations Committee
- (e) Equipment and Capital Expense Committee

Section 3: The Membership Committee shall have as its duties the promotion of membership in MARS, the procurement of membership applications and other promotional materials, the certification as to class of a potential member, the conduct of the membership campaigns under the direction of the President, and the recommendation to the Board of Trustees of new membership classes as deemed appropriate and desirable from time to time.

Section 4: The Education Committee shall have as its duties the planning, programming, implementation, and supervision of education programs in which MARS may become involved;

and co-ordination, co-operation, and assistance with and to educators in all matters relating to education that will further the aims and purposes of MARS.

Section 5: The NYPOWER© ® Committee shall have as its duties the planning and coordination of the annual NYPOWER© ® launch, preserve and build the reputation of NYPOWER© as a well respected regional and national launch event, and generate goodwill towards the hobby of sport rocketry through NYPOWER©®.

Section 6: The President may assign additional duties to each committee in line with its regular duties as may be required.

Section 7: The President shall be an ex-officio member of all Committees. Trustees may be ex-officio member of committees of their choosing. All Chairmen of Committees shall serve until their successors are appointed and qualified.

Section 8: The Launch Operations Committee shall have as its duties the planning and organization of the MARS rocket launch activities. It shall establish policies and procedures to insure safe rocket launch range operations at all MARS events in compliance with NAR safety codes, Federal Aviation Administration AA rules, National Fire Protection Association FPA codes. The committee may create policies as necessary for safe range operations as required my(by) specific launch sites or landowner agreements. The Launch Operations Committee is also responsible for proper stewardship of all allocated budgeted funds that the Board of Trustees appropriates to the committee to operate launches during the fiscal year.

Section 9: The Equipment and Capital Expense Committee shall have as its duties the maintenance, management and acquisition of equipment and capital assets necessary to accomplish the purpose set out in Article II. The Equipment and Capital Expense Committee is responsible for submitting equipment and capital asset acquisition budget proposals for the current and following fiscal year.

Section 10: Committees must keep a record of expenses and disbursements from their allocated annual budget. Each committee chairman shall provide quarterly financial reports to the MARS President.

ARTICLE X: SHARING OF EARNINGS

No member, Trustee, or officer of MARS, or any person connected with MARS, shall receive at any time any of the net earnings or pecuniary profits from the operation of MARS, provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to MARS in effecting any of its purposes as shall be fixed by the Board of Trustees;

and no such person or persons shall be entitled to share in the distribution of any of the assets or property upon dissolution of MARS. All members of MARS shall be deemed to have expressly consented and agreed to such a dissolution or winding up of the affairs of MARS, whether voluntary or involuntary, and the assets and property of MARS then remaining in its hands shall be distributed or turned over to such educational or scientific institutions or organizations, upon such terms and conditions, and in such amounts and proportions, as the Board of Trustees may determine, to be used by the institutions or organizations receiving them for the purposes similar to or kindred to those set forth in the Certificate of Incorporation of MARS as then amended.

ARTICLE XI: AMENDMENTS

These By-Laws may be altered, repealed or amended and new By-Laws may be adopted at any regular or special meeting of the Members, by vote of a majority of Members entitled to vote present in person or by proxy or (except as to any matter affecting membership qualifications or voting rights) at any regular or special meeting of the Board of Trustees or by the affirmative vote of a majority of the whole Board of Trustees.