

**BYLAWS**  
**For the regulation except**  
**As otherwise provided by statute or**  
**Its Articles of Incorporation,**  
**Of**  
**INTERNATIONAL SPACE SAFETY FOUNDATION**  
**A California nonprofit public benefit corporation**  
**(As amended March 18, 2010)**

**ARTICLE I**

**OFFICES**

Section 1. Principal Office. The corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

**ARTICLE II**

**MEMBERSHIP**

Section 1. Members. The corporation shall have no members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights that would otherwise vest in the members shall vest in the directors.

Section 2. Associates. Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or Bylaws, but no such person shall be a member within the meaning of the above referenced Section 5056.

**ARTICLE III**

**DIRECTORS**

Section 1. Powers. Subject to the limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the other officers, agents, and employees of the corporation; prescribe powers and duties for them that may not be inconsistent with law, the Articles, or these Bylaws; fix their compensation; and require from them security for faithful service.
- (b) To conduct, manage and control the affairs, agents and employees of the corporation; prescribe powers and duties for them that may not be inconsistent with law, the Articles, or these Bylaws, as they may deem best.
- (c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they deem best.
- (d) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgagespledges, hypothecations, and other evidences of debt and securities.

Section 2. Number of Director. The authorised number of directors is not less than five (5) and not more than fifteen (15) until changed by amendment of the Articles or by a Bylaw.

Section 3. Selection and Term of Office. Directors shall be elected at each annual meeting of the Board. Each director shall hold office until the next annual meeting of the Board and until a successor has been elected and qualified.

Section 4. Restriction Regarding Interested Directors. Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, “interested persons” are:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such a resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected, provided that vacancies to be filled by election by directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director or if the authorized number of directors is increased.

As set forth in California Corporation Code §5221 (a), the Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 “Standards of Conduct”(commencing with §5230) of Chapter 2 of the California Nonprofit Public Benefit Corporation Law (Part 2 of Division 2 of Title 1 of

the California Corporation Code). As set forth in California Corporations code §5222(a) (3), the Board may remove a director without cause upon approval by a majority of the directors then in office.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 6. Place of Meeting. Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 7. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of directors and offices, and the transaction of other business. Annual meetings of the Board shall be held upon notice as required for special meetings during the fourth calendar quarter of the year on a date and at a time and place as specified by special notice.

Section 8. Regular Meetings. Regular meetings of the Board shall be held upon notice as required for special meetings on such dates and at such times as may be fixed by the Board.

Section 9. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, any Vice President, the Secretary, or any two directors.

Special meetings of the Board shall be held upon four (4) days' notice by first class mail or forty-eight (48) hours' notice given personally or by telephone, electronic mail (e-mail), facsimile (fax), telex, or other similar means of communication. Any such notice shall be addressed or delivered to each director at the director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 10. Quorum. A quorum would be a majority of the Board Membership as duly elected and currently constituted. Every act or decision done or made by a majority of the director present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation, as defined in Section 20 and 21 of the California Corporations code, or similar communications equipment, so long as all members participating in such meeting can hear one other, or, in the case of electronic transmission by and to the corporation, if all participants in the meeting can communicate

with each other concurrently and can participate in all matters before the board, including, but not limited to, proposing a specific action or objecting to a specific action of the Board.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 13. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and the place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 14. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to that action. Such consents shall have the same effect as a unanimous vote of the Board and shall be fixed with the minutes of proceedings of the Board.

Section 15. Right of Inspection. 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 corporation of which such person is director.

Section 16. Executive Committees. The Board may appoint one or more executive committees, each consisting of two or more directors, and delegate to such executive committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) The filling of vacancies on the board or on committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the board which by its express terms is not amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any self-dealing transaction, as such transactions are defined in Section 5233 (a) of the California Nonprofit public Benefit Corporation Law.

Any such executive committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such executive committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any executive committee who may replace any absent member at any meeting of the executive committee. The Board shall have the power too prescribe the manner in which proceedings of any executive committee shall be conducted. In the absence of any such prescription, such executive committee shall have the

power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such executive committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board.

Minutes shall be kept of each meeting of each executive committee.

Section 17. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committees shall consist of non-directors appointed by the Board to serve at the pleasure of the Board. Advisory Committees shall determine their own meetings rules and whether minutes shall be kept.

Section 18. Fees and Compensation. Directors and members of committees shall not receive any compensation for their services, but may receive such reimbursement for actual, out-of-pocket expenses as may be fixed or determined by the Board.

Section 19. Insurance for Corporate Agents. The Board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against nay liability other than for violating provisions of law relating to self-dealing ( Section5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE IV

### OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairman of the Board, a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasures, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person except as provided in the Articles and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation officers. Any officer may be removed, either with or without cause, by the Board, at any time or, except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice of the rights, if any, of the corporation under any contract to which the officer is a

party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairman of the Board. Chairman of the Board shall, if present, preside at all meetings of the board and exercise and perform such other powers and duties as may be from time assigned to him by the Board.

Section 7. President. Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, the President is the chief executive officer of the corporation and has, subject to the control of the Board, general supervision of the business and officer of the corporation. In the absence of the Chairman of the Board, the President shall preside at all meetings of the Board. The president has the general powers and duties usually vested in the office of president of a corporation and such other powers and duties as may be prescribed by the board. The president is not the general manager of the corporation. The Executive Director is employed to handle the functions of General Manager.

Section 8. Vice President. In the absence or disability of the President, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present, at Board and Committee meetings, and the proceedings thereof. The secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in the safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. Treasurer. The Treasurer is the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporations. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all moneys and others valuable in the name and to the credit of the corporation with such depositories as may be designated by the Board. The treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasures and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board.

## ARTICLE V

### CORPORATE RECORDS

Section 1. Maintenance of Corporate Records. The corporation shall keep at its principal office in the State of California:

- (a) Adequate and correct books and records of account;
- (b) 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 proceedings thereof;
- (c) A copy of the corporation's articles of incorporation and bylaws as amended to date.

Section 2. Directors' Inspection Rights. 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 corporation. Such inspection may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 3. Annual Report. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes, during the fiscal year;
- (d) The expenses or disbursement of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 4 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 4. Annual Statement of Specific Transactions to Members. This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the corporation, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or
- (b) Any holder of more than ten percent (10 %) of the voting power of the corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollar (\$ 10,000) paid during the previous fiscal year to any director or officer.

Any statement required by this Section Shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the

amount of such interest, provided that in the case of transaction with a partnership of which such a person is a partner, only the interest of the partnership need to be stated.

## ARTICLE VI

### INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officer, President, employees and others person described in Section 5238 (a) of the California Corporation Code, including person formerly occupying such positions, against all expenses, judgements, fines, settlement and other amounts actually and reasonably incurred by them in connection with any “proceeding” or “action” as these terms are used in Section 5238. The term “expenses”, as used in this bylaw, shall have the same meaning as in Section 5238 of the California Corporation Code.

Section 2. Approval of Indemnity. On written request to the Board any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporation Code, the Board shall promptly determine under Section 5238 (e) whether the applicable standard of the conduct under Section 5238 (b) or (c) has been met and, if so, the Board shall authorize indemnification as set forth in Section 5238 (e). If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which the indemnification is sought prevents the formation of a quorum of directors who are not parties to the proceeding, then the person or persons seeking indemnification, or the corporation, or the attorney or the person rendering services in connection with the defence, may apply to the court in which the proceeding is or was pending requesting such a determination and authorization.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 1 and 2 of the Article of the Bylaws in defending any proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

## ARTICLE VII

### OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the President, or any Vice President and the Secretary, Any Assistant Secretary, The Treasures, or any Assistant Treasures of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge of the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, 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 to render it liable for any purpose or amount.

Section 2. Representation of shares of Others Corporation. The president or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all right incident any and all shares of any



other corporation or corporations standing in the name of corporation. The authority herein granted may be exercised either by any such officer in person or by any other person Authorized so to do by a proxy or power of attorney duly executed by such officer.

Section 3. Construction and definition. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these by laws.

Section 4. Amendments. These bylaws may be amended or repealed by the approval of the Board.

## **ARTICLE VIII**

### **EMERGENCY PROVISIONS**

Section 1. General. The provisions of this Article VI shall be operative only during a national emergency declared by the President of the United States or the person performing the President's functions, or in the event of a disaster marking it impossible or impracticable for the corporation to conduct its business without recourse to the provisions of this Article VI. In such event, the provisions of this Article VI shall override all other bylaws of the corporation in event, in conflict with any provisions of this Article VI and shall remain operative as long as it remains impossible or impracticable to continue the business of the corporation otherwise, but thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this Article VI.

Section 2. Unavailable Directors. All Directors of the corporation who are not available to perform their duties as directors by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be directors, with like effect as if such persons had resigned as directors, so long as such unavailability continues.

Section 3. Authorized Number of Directors. The authorized number of directors shall be the number of directors remaining after eliminating those who have ceased to be directors pursuant to Section 2.

Section 4. Quorum. A quorum of the Board shall be established in Article III, Section 10.

Section 5. Directors becoming available. Any person who has ceased to be a director pursuant to the provisions of Section 2 and who thereafter becomes available to serve as a director shall automatically resume performing, the duties and exercising the powers of a director unless the term of office of such person has expired in accordance with its original terms and a successor has been selected and qualified.

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CERTIFICATE OF SECRETARY

of

INTERNATIONAL SPACE SAFETY FOUNDATION  
A California nonprofit public benefit corporation

I hereby certify that the duly elected and acting Secretary of this corporation and that the foregoing Bylaws, comprising nine (9) pages, constitute the Bylaws of this corporation as duly adopted by the Board of Directors thereof.

Dated: December 15, 2010

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Secretary

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