

BY-LAWS OF MISSILE, SPACE AND RANGE PIONEERS, INC.

ARTICLE I. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the membership of this corporation shall be held when so directed by the 'Board of Directors.

Section 2. Special Meeting. Special meetings of the membership shall be held when directed by the President of the Board of Directors or, when requested in writing by a majority of members in good standing having the right and entitlement to vote at such meeting. A meeting requested by the members shall be called for a date not less than ten or more than sixty days after the request is issued by the Secretary, unless the President, Board of Directors, or members requesting the calling of the meeting shall designate another person to do so.

Section 3, Place. Meetings of members may be held either within or without the State of Florida.

Section 4. Notice. A notice of each meeting of members, signed by the Secretary, shall be mailed to each member having the right and entitlement to vote at such meeting at his address as it appears on the records of the corporation, not less than five or more than sixty days before the date set for the meeting. The notice shall state the purpose of the meeting and the time and place it is to be held. Such a notice shall be sufficient for that meeting and any adjournment thereof.

Section 5. Voting. Every member in good standing, having the right and entitlement to vote at a meeting shall be entitled upon each proposal presented at the meeting, to one vote.

Section 6, Quorum. A majority of the qualified members present and entitled to vote shall constitute a quorum at any membership meeting.

ARTICLE II DIRECTORS

Section 1. Function. The business of this corporation shall be managed, and its corporate power exercised by the Board of Directors.

Section 2. Number. This corporation shall have ten (10) Directors.

Section 3, Qualifications. All of the members of the Board of Directors shall be paid up members and in good standing, meeting the criteria stated in Article IV, Section 1. (Rev 2/2000)

Section 4, Election and Term. The duly elected officers, namely President, Vice President, Secretary, and Treasurer shall be chosen at the annual meeting of the membership, by a plurality of the votes cast at such election, and shall hold office until after the next annual meeting of the

membership and qualification and election of their successors. The balance of six Directors shall be elected in a similar manner as the offices. However, initially the term of office of the six directors shall be staggered so as to permit continuity of operation with two Directors being chosen for a term of office of one year; two Directors for a term of office of two years; and two Directors for a term of office of three years. From then on, term of office shall be for three years with two Directors being elected each year. In the event of a tie vote for any of the Board of Directors, the outgoing Board of Directors with a quorum of four (4) shall constitute itself an Executive Board whose sole purpose shall be to resolve the tie vote by a majority vote.

Section 5, Vacancies. Vacancies in the Board of Directors shall be filled until the next annual meeting of the membership by the Directors remaining in office.

Section 6, Quorum. The presence of a quorum of all the Directors shall be necessary at any meeting to transact business, four (4) of the Directors constituting a quorum. The act of a majority of Directors present at a meeting where a quorum shall be in the act of the Board of Directors.

Section 7, Place of Meeting. Directors' meetings may be held within or without the State of Florida.

Section 8. Time of Meeting. Meetings of the Board of Directors shall be held immediately following the annual meeting of the membership each year, at such times thereafter as the Board of Directors may designate, and at other times upon the call of the President or by four (4) of the Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than five (5) days before the meeting, unless each Director shall waive notice thereof before, at, or after the meeting.

Section 9, Executive Committee. The Board of Directors may, by resolution, designate two or more of their number to constitute an Executive Committee, whom, to the extent provided in such resolution, shall have and may exercise the power of the Board of Directors.

ARTICLE III. OFFICERS

Section 1. Officers. This corporation shall have a President, a Vice President, a Secretary, and a Treasurer. The election of officers shall be held on the day of the annual meeting of the organization each year. At this meeting, the members shall elect by secret ballot a President, a Vice-President, a Secretary, a Treasurer, and two (2) Directors, (ART.II, Sec. 4), which shall include the President, Vice President, Secretary and Treasurer, all to be members of the Board, and they shall serve until replaced by their successors, within 30 days after the annual meeting; date of assumption of duties to be designated by the Board of Directors. All other officers, agents and factors shall be chosen, serve for such terms and have such duties to be determined by the

Board of Directors. Any person may hold two or more offices except that the President may not be the Secretary or Assistant Secretary. No person holding two or more offices shall sign any instrument in the capacity of more than one office.

Section 2. President. The President shall be the chief executive officer of the corporation; shall have general and active management of the business and affairs of the corporation, subject to the direction of the Board of Directors. The President shall, in addition to the Treasurer, sign all written contracts and other financial obligations of the organization, authorized by the Board of Directors.

Section 3, Vice President. In the absence of the President, the Vice President shall preside.

Section 4. Secretary. The Secretary shall have custody of, and maintain all the corporate records except the financial records; shall record the minutes of the membership and Board of Directors; send out all notices of meetings; and perform such other duties as may be prescribed by the Board of Directors or President.

Section 5. Treasurer. The Treasurer shall have custody of all corporate funds and financial records; shall keep full and accurate accounts of receipts and disbursements and render account thereof at the annual meetings of membership and whenever else required by the Board of Directors or President; and shall perform such other duties as may be prescribed by the Board of Directors or President. Written contracts and other financial obligations of the organization authorized by the Board of Directors will be signed by both the President and Treasurer.

ARTICLE IV. MEMBERSHIP

Section 1. Qualifications. An applicant for membership must fill out the prescribed form and submit it to the membership Chairman with prescribed dues and fees. Criteria for Membership are that an applicant should have been involved in the missile, range and/or space activities at Cape Canaveral (Cape Kennedy). (Rev 3/2006) Determination of the fitness and qualifications for membership in this organization is solely within the discretion and judgment of the Board of Directors.

Section 2. Type of Membership Available.

1. Charter membership opened to those meeting the criteria during the period late 1940 to July 1969 (the landing of a man on the moon).
2. Regular membership opened to those meeting the criteria after August 1, 1969.
3. Life membership opened for those meeting the criteria and may be either Charter or Regular members.
4. Organizational membership opened for those organizations that relate to Missile, Space and Range Pioneers and wish to add their organizational name to the membership rolls.

Section 3. Maintenance of Membership. The non-payment of dues in excess of ninety (90) days may be cause for removal from the membership rolls.

ARTICLE V. DUES

Section 1. Dues for Regular/Charter Membership. Dues for regular or charter membership in the amount of \$30.00 for two years shall be paid in advance. (Rev 3/2006)

Section 2. Dues for Life Membership. Those applicants for membership meeting the criteria for membership prescribed in Article IV, or those who are presently now members may make application for life membership upon the payment of dues of \$100.00. (Rev. 3/2006)

Section 3. Dues for Organizational Membership. Dues for organizational membership shall be paid in the amount of \$200.00 per annum. (Rev 3/2006)

ARTICLE VI. COMMITTEES

Section 1. Standing Committees. The Standing Committees for this organization with chairmen appointed by the President with the approval of the Board of Directors are as follows:

1. Membership
2. Publicity
3. Program
4. Finance
5. Special Activities
6. Honors and Awards
7. Legal
8. Community Liaison
9. Reunion Historian

Section 2. Nominating Committee, The President shall appoint a nominating committee which shall consist of a minimum of three members. Said committee shall submit a list of nominees to the Board of Directors at a regular meeting at least sixty (60) days prior to the annual meeting. The slate of candidates shall consist of at least two (2) nominees for President, Vice President, Secretary, Treasurer and two nominees for each Director vacancy, in accordance with Article II of these By-Laws.

ARTICLE VII ADVISORY BOARD

Section 1. Advisory Board. An Advisory Board may be appointed by the President, with the approval of the Board of Directors, from outstanding and nationally recognized members of industry, government, and private individuals. Their function shall be designated “Honorary Members” and shall be exempt from paying membership dues or fees.

ARTICLE VIII. PROXIES

Section 1, Proxies. Proxy voting is authorized provided the member is in good standing and the member has written assignment to another member in good standing.

ARTICLE IX. HONORARY MEMBERS

Section 1. Honorary Members. The Board of Directors may designate worthy individuals as “Honorary Members” and bestow upon them appropriate honors and awards. Honorary members shall not be assessed any dues or fees for membership nor shall they hold any elective office.

ARTICLE X. TRUSTEES

Section 1. Trustees Election. All former Presidents of this organization shall automatically be members of the Board of Trustees. The Chairmanship of this Board shall be rotated on an annual basis beginning with the oldest former President in terms of seniority. The functions of this Board shall be advisory nature and the duties shall be as prescribed by the Board of Trustees.

ARTICLE XI. DISSOLUTION

Section 1. Dissolution of Corporation. In the event of the dissolution of this Corporation, it is agreed that the Air Force Space Museum, located at Cape Canaveral Air Force Station, be the recipient of any property or any remaining funds of this Corporation.

MEMBERSHIP CHAIRMAN

The membership chairman has the responsibility for building and maintaining membership in the Missile Space and Range Pioneers. He will solicit new members by personal contacting membership drives and through use of the mails. He will also review the existing membership list and develop a program to encourage payment of delinquent dues. In accordance with Article IV, Membership, Section 3, he will also recommend to the Board of Directors, members that should be removed from the membership roll.

PUBLICITY CHAIRMAN

The Publicity Chairman is official spokesman for Pioneers. He will function as the single point of contact with the news media in preparing and releasing information relative to the activities of Pioneers. He will also function as Historian and custodian of all Pioneer records and items of archival interest.

PROGRAM CHAIRMAN

The Program Chairman will develop the program for the annual reunion. Specifically, he will:

1. Select an overall theme for the program.
2. Select and obtain the necessary speaker(s).
3. Prepare the detailed program for the evening.
4. Function as master of ceremonies or obtain a master of ceremonies.

FINANACE CHAIRMAN

The Finance Chairman will be responsible for the fiscal policies of Pioneers.

1. He will work with each committee in the development of an annual budget.

2. He will prepare an audit of the financial records prior to the acceptance of responsibilities by the treasurer and at other times as requested by the Board of Directors.
3. He will recommend to the Board of Directors a plan for investing Life Membership funds and other income as directed.

SPECIAL ACTIVITIES CHAIRMAN

The Special Activities Chairman is responsible for all scheduled Pioneers activities other than the Annual Spring Reunion. Specifically, he is responsible for-all planning and direction of the “Fall Business Meeting”. He will:

1. Recommend a date and location.
2. Develop a short and lively program.
3. Arrange for necessary facilities, refreshments and entertainment.

HONORS AND AWARDS CHAIRMAN

The Honors and Awards Chairman will assist the Board of Directors in giving proper recognition to individuals and organizations that have provided outstanding service to Pioneers. When an individual

or organization has been designated by the Board for recognition, the Awards Chairman will:

1. Recommend the appropriate award.
2. Obtain the award and,
3. Make the presentation as directed by the Board, usually at the Fall Business Meeting.

LEGAL CHAIRMAN

The Legal Chairman shall be a member of the Florida Bar and will function as an advisor to the Board of Directors on all matters requiring a legal opinion.

COMMUNITY LIAISON CHAIRMAN

The Community Liaison Chairman will represent Pioneers at the Area communities. He will encourage participation by the business community in the support of Pioneers Reunion. He will

also obtain proclamations for “Pioneer’s Day” and work with the Publicity Chairman in disseminating news of Pioneers events.

REUNION CHAIRMAN

The Reunion Chairman has the overall responsibility for all activities related to the annual Spring Reunion except those designated to the Program Chairman. It is his duty to select the necessary committee members to perform the tasks associated with the reunion. Specific items to be performed by the Reunion Chairman and his committee are:

1. Select the date and site for the Reunion Banquet.
2. Select the dinner menu and negotiate the price.
3. Arrange for and operate the registration facilities.
4. Arrange for dinner seating.
5. Provide visual aids as required by the Program Chairman.
6. Select the site for the Hospitality Rooms, negotiate prices and encourage participation by government, industry, local business and educational institutions.
7. Identify and afford recognition to all VIP’s attending the reunion.