



CHAPTER BY-LAWS

Bylaws of the Association for Unmanned Vehicles Systems International of New England, an independently incorporated chapter of the Association for Unmanned Vehicle Systems International

ARTICLE I: Name and Purpose

SECTION 1.01. This organization shall be called the Association for Unmanned Vehicles Systems International of New England, Inc. a chapter of the Association for Unmanned Vehicle Systems International. In these Bylaws the Association for Unmanned Vehicles Systems International of New England, Inc., is referred to as the Chapter and the Association for Unmanned Vehicle Systems International is referred to as AUVSI. The Chapter is a non-profit organization incorporated under the laws of the Commonwealth of Massachusetts.

SECTION 1.02. The Chapter is chartered by AUVSI and will be operated exclusively for the promotion of the following:

- Foster and expand the art of Unmanned Vehicle Systems
- Advance the technology
- Exchange ideas and information in the field of Unmanned Vehicle Systems
- Recognize the advances and contributions thereto
- Promote the education of the membership and the general public in the field of unmanned vehicle systems

ARTICLE II: MEMBERSHIP AND MEMBERSHIP RIGHTS AND PRIVILEGES

SECTION 2.01. CLASS OF MEMBERSHIP. The Chapter has one class of membership: General. This class may be split up into different sub-categories as the Board may determine from time to time for the purpose of defining membership rights and responsibilities within the Chapter.

SECTION 2.02. "GOOD STANDING". Valid Chapter General Membership shall commence upon receipt by AUVSI of a paid application or annual renewal. If an individual has been granted AUVSI membership such individual may select the New England Chapter as their affiliated Chapter and will be recognized by the Chapter as a member of "good-standing."

SECTION 2.03. REVOCATION OF MEMBERSHIP. The Board of Directors shall have the authority to revoke General Membership from an individual when the Board receives, and substantiates, a written complaint against a General Member and the Board believes that continued membership of the

General Member would be detrimental to the Chapter, its goals, and its overall functionality as a Chapter.

SECTION 2.04. PRIVILEGES OF MEMBERSHIP. A member of the General Membership who is in "good standing" is entitled to all rights and privileges of said membership. These rights and privileges include voting for Chapter Directors, and participating in committees formed for the purpose of advancing Chapter business.

ARTICLE III: Board of Directors

SECTION 3.01. POWERS. The affairs and activities of the Chapter shall be managed by a Board of Directors who shall exercise all the powers of the Chapter.

SECTION 3.02. ELECTION AND NUMBER. The Board of Directors shall be of such number as the Directors shall determine from time to time, and shall be divided into three classes, such classes to be as nearly equal in number as possible. The successors to the class of Directors whose term expires at the members annual meeting shall be elected, by the members at the members annual meeting. Directors shall be natural persons who have attained the age of twenty-one (21) years and General Members in good standing.

SECTION 3.03. TERM. Initially, the terms of Directors in the first class will expire at the first annual members meeting after their election, the terms of the second class will expire at the second annual members meeting after their election, and the terms of the third class will expire at the third annual members meeting after their election. At each annual members meeting held thereafter, Directors shall be chosen for a term of three years to succeed those whose terms expire.

SECTION 3.04. RESIGNATION. Any Director may resign by delivering a written resignation to the Chapter at its principal office or to the President or Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

SECTION 3.05. REMOVALS. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the Directors then in office.

SECTION 3.06. VACANCIES. Any vacancy in the Board may be filled by the Directors. If the office of any Director becomes vacant for any reason, a successor or successors shall be nominated by the President and elected by the Directors. Each such successor elected or appointed by the Directors, as the case may be, shall hold office for the unexpired term.

SECTION 3.07. REGULAR MEETINGS. Regular meetings of the Directors may be held without call or notice at such place and at such times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice thereof.

SECTION 3.08. SPECIAL MEETINGS. Special meetings of the Directors may be held at any time and at any place when called by the President, the Treasurer, or two or more Directors.

SECTION 3.09. NOTICE OF MEETINGS. Notice of the place, date and hour of all meetings of the Directors shall be given by the Clerk or by the officer or the Directors calling the meeting, to each Director at least ten (10) days prior to the meeting by mail, telephone, telegraph, facsimile transmission, or electronic mail. Notice of a meeting need not be given to any Director if a waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to him.

SECTION 3.10. QUORUM. A majority of the Directors then in office shall constitute a quorum for a meeting.

SECTION 3.11. ACTION AT MEETING. When a quorum is present at any meeting, the vote or

concurrence of a majority of the number of Directors present shall be required to decide any matter or take any action except to the extent that a greater proportion is required by law, or the Articles of Organization or these By-Laws.

SECTION 3.12. TELEPHONIC MEETINGS. A quorum of Directors may participate in a meeting by means of a conference telephone call or use of similar communications equipment, provided that all Directors participating in such a meeting can hear each other. Such participation shall constitute presence in person at a meeting. All of the provisions of these By-Laws pertaining to meeting procedure shall apply to such meetings.

SECTION 3.13. ACTION WITHOUT MEETING. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing or by electronic transmission and such writing or writings and the transmission or transmissions are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

SECTION 3.14. COMMITTEES. The Directors may elect from their number an executive committee, audit committee, or other committees, standing or ad hoc, and may delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make the rules for the conduct of its business, but, unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors. The Directors may also establish such other committees having such duties as the Directors may determine. The members of these committees shall be appointed by the Directors and need not be Directors of the Corporation. Each such committee shall report to the Directors and shall have no power to bind the Corporation.

SECTION 3.15. NON-VOTING BOARDS. The Directors may create and disband non-voting boards such as an advisory board, a board of friends, a board of alumni or an advisory group to conduct a specific, time-sensitive study or a longer-range plan. The Directors may elect persons to those boards for such terms and on such conditions as the Directors shall determine, and may assign to such persons such responsibilities, duties and privileges as the Directors shall determine. Persons elected to non-voting boards shall not be Directors for the purposes of these By-Laws or Massachusetts General Laws Chapter 180, shall not be entitled to attend meetings of the Directors, and shall have no votes at any meetings of the Directors.

SECTION 3.16. COMPENSATION AND REIMBURSEMENT OF EXPENSES. No Director shall be entitled to receive compensation for services rendered to the Chapter as a Director; however, the foregoing restriction on compensation is not intended to preclude any Director from serving the Chapter in any other capacity and receiving compensation therefor. Each Director may be paid his or her reasonable expenses incurred by the Director directly related to the affairs of the Chapter upon approval by the Board of Directors and proper substantiation of such expenses.

ARTICLE IV: OFFICERS

SECTION 4.01. DESIGNATION. The officers shall be a President, a First Vice President, a Treasurer, a Clerk and such other officers, including one or more Vice Presidents, Assistant Treasurers and Assistant Clerks as the Directors may determine.

SECTION 4.02. ELECTION. The President, First Vice President, Treasurer and Clerk shall be elected annually by the *Directors at a meeting of the Board of Directors next following the Chapter's annual meeting.* Any other officers determined necessary or desirable by the Directors may be so elected by the Directors.

SECTION 4.03. QUALIFICATION. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Chapter has a resident agent appointed for the purpose of service of process. All officers need to be a Director. No officer may hold more than one office.

SECTION 4.04. TERM. Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, the President, Treasurer and Clerk shall each hold office until the annual meeting of the Directors and thereafter until a successor is chosen and qualified. All other officers shall each hold office until the annual meeting of the Directors and thereafter until a successor is chosen and qualified unless a shorter term is specified in the vote choosing or appointing him.

SECTION 4.05. VACANCY. In the case of a vacancy in an office for any reason, the President shall nominate a successor or successors and the Directors shall have the right to vote and confirm any such successor or successors. Each such successor elected by the Directors, as the case may be, shall hold office for the unexpired term.

SECTION 4.06. RESIGNATION. Any officer may resign by delivering his written resignation to the Chapter at its principal office or to the President or Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

SECTION 4.07. REMOVAL. Officers elected or appointed by the Directors may be removed from their respective offices with or without cause by the Directors.

SECTION 4.08. GENERAL DUTIES AND POWERS. Subject to law, to the Articles of Organization and to these By-Laws, each officer shall have in addition to the duties and powers herein set forth such duties and powers as are commonly incident to his office and such duties and powers as the Directors may from time to time designate.

SECTION 4.09. PRESIDENT AND VICE PRESIDENTS. The President shall be the chief executive officer of the Chapter and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors, he or she shall preside, when present, at all meetings of the Directors. In the absence of the President, the First Vice President shall assume and discharge the duties and obligations of the President. Any Vice President, including the First Vice President, shall have such duties and powers as the Directors may from time to time designate.

SECTION 4.10. TREASURER AND ASSISTANT TREASURERS. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Chapter and shall cause to be kept accurate books of account. He or she shall have care and custody of all funds, securities and valuable documents of the Chapter except as the Directors may otherwise provide. Any Assistant Treasurer shall have such duties and powers as the Directors may from time to time designate.

SECTION 4.11. CLERK AND ASSISTANT CLERKS. The Clerk shall keep the original or attested copies of the Articles of Organization, these By-Laws, records of all meetings of Incorporators, and all meetings and consents in lieu of meetings of Directors. Such copies and records shall be kept in this Commonwealth and shall be open at all reasonable times for inspection by the Directors at the principal office of the Chapter or at an office of the Clerk or of its resident agent. Said copies and records need not be kept in the same office. The Assistant Clerk, if any, shall record the proceedings of any meeting of the Directors at which the Clerk is not present, and shall have such additional powers and duties as the Directors may designate. In the absence of the Clerk and the Assistant Clerk, if any, from any meeting of the Directors, a Temporary Clerk shall be chosen who shall perform the duties of the Clerk.

SECTION 4.12. COMPENSATION AND REIMBURSEMENT OF EXPENSES. No Officer shall be entitled to receive compensation for services rendered to the Chapter as an Officer however, the foregoing restriction on compensation is not intended to preclude any Officer from serving the Chapter in

any other capacity and receiving compensation therefor. Each Officer may be paid his or her reasonable expenses incurred by the Officer directly related to the affairs of the Chapter upon approval by the Board of Directors and proper substantiation of such expenses all as may be authorized pursuant to an expense/travel reimbursement policy adopted by the Board of Directors.

ARTICLE V: MEETING OF MEMBERS; DIRECTORS ANNUAL MEETING

SECTION 5.01. REGULAR MEETINGS. At least one regular meeting of the members shall be held each year following the end of the Chapter's previous fiscal year as may be called by the President.

SECTION 5.02. ANNUAL MEETINGS. An annual meeting of the membership shall take place in May the specific date, time and location, of which shall be designated by the President. At the annual meeting the members either by proxy or in person shall *elect Chapter directors*, receive reports on the activities of the chapter, and be briefed on the direction of the Chapter for the coming year.

SECTION 5.03. DIRECTORS ANNUAL MEETING. Following the member annual meeting, but not later than 30 days after such meeting, the Directors shall convene their annual meeting to consider such business as the *election of officers* and other matters as they shall so decide in the discharge of their duties.

SECTION 5.04. SPECIAL MEETINGS. Special meetings of the members may be called by the President or the directors, and shall be called by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

SECTION 5.05. NOTICE OF MEETINGS. Each member shall be notified of meetings by communicating with a member by use of the email address provided by the member to the Chapter in the AUVSI's application form, and such notice shall be provided to the member not less than two weeks prior to the meeting.

SECTION 5.06. QUORUM. A quorum of directors shall be a majority of directors then in office at the time of the scheduled meeting. A quorum of members shall be not less than ten (10%) percent either attending a duly called and convened meeting or present by proxy.

SECTION 5.07. VOTING. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place and/or as may be signified by a member voting by email on any issue then noticed for a vote at a meeting.

ARTICLE VI: ELECTIONS

SECTION 6.01. NOMINATING PROCEDURES. Within ninety (90) days following the close of the preceding fiscal year the President shall appoint a Nominating Committee of not more than five (5) nor less than three (3) directors who shall elect their own chairman. None of the committee members shall be standing for election at the forthcoming Member Annual Meeting. The Nominating Committee shall make appropriate inquiries of the membership with due care for acquiring a diversity among candidates that will enhance the quality of the Board of Directors and to identify any members who wish to be considered as candidates for election, *or re-election* to the Board of Directors. Two or more candidates from a member company shall be carefully considered with respect to their respective voting independence as members of the Board of Directors. The Nominating Committee shall prepare a list of candidates, *such candidates, in the Committee's discretion, may equal the number of positions to be elected to the Board. Relevant* biographies, *will be provided* to the membership for consideration for election (the "ballot"). The Nominating Committee shall cause the "ballot" to be distributed via electronic email to the membership thirty (30) days' prior to the date of the scheduled Member Annual Meeting. Ballots shall be cast either in person at the member annual meeting or by return email as directed by the Nominating

Committee in its notice to members. Majority vote not required to elect a candidate.

ARTICLE VII: AMENDMENTS

SECTION 7.01. As provided in the Chapter's Articles of Organization, the directors may make, amend, or repeal the Chapter's by-laws in whole or in part. Notwithstanding the foregoing, members shall be provided with a minimum of 30 days advance notice of any proposed amendment deemed material and substantive to the Chapter's by-laws. Members shall be permitted to provide comments or inquire of individual Board members with questions concerning any such proposed amendment. A material and substantive amendment to the by-laws shall be such an amendment that impacts the express rights of members under the Chapter's by-laws. The Chapter's by-laws shall not be repealed in whole or in part without such notice to the Chapter's membership.

ARTICLE VIII: FISCAL YEAR

SECTION 8.01. The fiscal year of the Chapter shall end on the last day of the month of December.

ARTICLE IX: DISSOLUTION OF THE CHAPTER

SECTION 9.01. Dissolution of this Chapter by consent of the members shall consist of unanimous agreement of its directors with a majority vote at a meeting publicized in advance to all Chapter members for the purpose of this vote. If the Chapter has remaining assets, the petition for its dissolution shall be filed in the Supreme Judicial Court of the Commonwealth of Massachusetts setting forth in substance the grounds for the application for dissolution and requesting the court to authorize the administration of its funds for similar public charitable purposes as the court may determine. The supreme judicial court may, by rule or order, provide that the petition and court authorization are not required for dissolutions approved by the division of public charities of the office of the attorney general upon receipt of the forms, affidavits and information as the division may require if the corporation has net assets no greater than such amount as the court may provide in the rule or order or in such other situations as the court may provide. Upon dissolution, the officers of the Chapter, in compliance with the laws of the Commonwealth of Massachusetts, shall, if permitted by Massachusetts law, transfer all remaining assets, after payment of all debts and liabilities, to AUVSI.

— END OF CHAPTER BYLAWS —