

# **THE BYLAWS OF MASHTRONAUTS, INC.**

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# **THE BYLAWS OF MASHTRONAUTS, INC.**

These Bylaws, dated August 16, 2022 govern the affairs of Mashtronauts, Inc. (the “**Corporation**”), a Texas nonprofit corporation.

## **ARTICLE I OFFICES**

### **1.01 Principal Office**

The Corporation’s principal office in Texas will be located at 563 W Bay Area Blvd #311, Webster TX 77598. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors (as described in Article IV and herein after known as the “**Board**” and the individuals of the Board of Directors are herein after known as “**Directors**”) may determine. The Board may change the location of any office of the Corporation.

### **1.02 Registered Office and Registered Agent**

The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Corporation’s initial registered agent is Registered Agents, Inc. The Corporation’s initial registered office is 5900 Balcones Drive STE 100, Austin, TX 78731. The Board may change the registered office and the registered agent as permitted in the *Texas Business Organizations Code* (herein after known as the “*Texas BOC*”).

## **ARTICLE II MEMBERS**

### **2.01 Class of Members**

The Corporation will have three classes of Member (as that term is defined in §1.002(53)(B) of the *Texas BOC* and herein after known as the “**Members**”). Membership classes are defined as follows:

1. Permanent Membership

2. Family Permanent Membership
3. Lunar (Temporary) Membership

## **2.02 Admitting Members and Renewing Membership**

Natural persons, aged 21 and older may be admitted to membership in the Corporation by the Board after paying all required dues and fees. The Board may adopt and amend application procedures and qualifications for membership in the Corporation. A Member may renew membership by paying all required fees and dues.

## **2.03 Membership Fees and Dues**

The Board may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by Members. Dues are payable on a rolling 12-month cycle beginning when a member joins the Corporation. Failure to pay dues at the start of a subsequent 12-month cycle constitutes a forfeiture of membership and any privileges due to Members.

## **2.04 Voting Rights**

Each member is entitled to voting privileges based on their class of membership as follows according to the following schedule:

1. Permanent Membership – One (1) vote
2. Family Permanent Membership – One (1) vote per family member, up to a maximum of two (2) votes per Family Permanent Membership.
3. Lunar (Temporary) Membership – No voting privileges

## **2.05 Resolving Disputes**

In any dispute between Members relating to the Corporation's activities, all parties involved will cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves, they will cooperate to select one or more mediators to help resolve it. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration pursuant to Chapters 171 and 173 of the Civil Practice and Remedies Code only if the parties have met together with a mediator. This paragraph will not apply to a dispute involving the Corporation as a party relating to sanctioning, suspending, or expelling a Member from the Corporation. The Board has discretion to authorize using corporate funds for mediating or arbitrating a dispute described in this paragraph.

## **2.06 Sanctioning, Suspending, or Terminating Members**

The Board may impose reasonable sanctions on a Member, or suspend or expel a Member from the Corporation, for good cause after a hearing. Good cause includes defaulting on an obligation to the Corporation to pay fees or dues for a period of thirty (30) days following delivery of notice of default, or a material and serious violation of the Corporation's certificate of formation, bylaws, or rules, or of law. The Board may not take any action against a Member without giving the Member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least fourteen (14) days before the hearing. But shorter notice may be deemed adequate if the Board determines that the need for a timely hearing outweighs the prejudice caused to the member and if the notice states the need for a timely hearing. The Board may impose sanctions, suspend a member, or expel a Member by vote of four-fifths of Directors who are present and voting.

## **2.07 Resignation**

Any Member may resign from the Corporation by submitting a written resignation to the secretary. The resignation need not be accepted by the Corporation to be effective.

## **2.08 Reinstatement**

A former Member (removed and/or terminated by a four-fifths vote of the Directors) may submit a written request for reinstatement of membership. The Board may reinstate membership on any reasonable terms that the Board deems appropriate.

A former Member (due to resignation or a lapse in membership dues) may reinstate their membership at any time. If the former Member's twelve (12) month dues cycle has not yet lapsed, membership dues are not collected until the previous dues cycle expires.

## **2.09 Transferring Membership**

Membership in the Corporation is not transferable or assignable. Membership terminates when the Corporation dissolves or a member dies. Membership is not a property right that may be transferred after a Member dies.

## **2.10 Waiving Interest in Corporate Property**

The Corporation owns all real and personal property, including all improvements located on any property, acquired by the Corporation. A Member has no interest in specific property of the Corporation. Each Member waives the right to require partition of all or part of the Corporation's property.

# **ARTICLE III MEETINGS OF MEMBERS**

## **3.01 Annual Meetings**

The Board will hold an annual Members' meeting at 7:00 p.m. on the second Tuesday of November or at another time that the Board designates. If the day fixed for the annual meeting is a legal holiday in Texas, the meeting will be held on the second Tuesday of the next month. At the annual meeting, the Members will elect Directors, elect Officers, and transact any other business that may come before the meeting. If, in any year, the election of Directors is not held on the day designated for the

annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the Members, as soon as possible, to elect Directors.

**3.02 Monthly Meetings**

The Board will hold monthly Members' meeting at 7:00 p.m. on the second Tuesday of every month or at another time that the Board designates. If the day fixed for the monthly meeting is a legal holiday in Texas, the meeting will be rescheduled by the Board and the alternate arrangements will be announced to the Members at least ten (10) days prior.

**3.03 Special Meetings**

Special meetings of the Members may be called by the president, the Board, or not less than one-fourth of the voting Members.

**3.04 Place of Meeting**

The Board may designate any place, inside or outside Texas, as the place of meeting for any annual meeting, monthly meeting, or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Corporation's registered office in Texas.

**3.05 Notice of Meetings**

Written or printed notice of any Members' meeting, including the annual meeting, will be published on the Corporation's website located at [mashtonauts.com](http://mashtonauts.com), not less than 10, nor more than 60, days before the date of the meeting. The record date for determining the Members entitled to notice of any meeting of Members will be, the first day of the month in which the meeting will occur or as established by the Board according to the *Texas BOC §22.163*. If all the Members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

### **3.06 Eligibility to Vote at Members' Meetings**

A Member in good standing is entitled to vote at a meeting of the Members of the Corporation. A Member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting.

The record date for determining the Members entitled to vote at any meeting of Members will be the first day of the month in which the meeting will occur or as established by the Board according to the *Texas BOC §22.163*. After a record date is fixed, an alphabetical list of Members entitled to receive notice, including their addresses and number of votes each is entitled to cast, will be prepared. Any Member entitled to vote at the meeting is entitled to access to the list for the purpose of communicating with other Members. The Member or the Member's agent or attorney may make the inspection on written demand and copy the list at a reasonable time and at the Member's expense.

### **3.07 Quorum**

Members holding one-third of the votes that may be cast at a meeting who attend the meeting in person or virtually will constitute a quorum at a meeting of Members. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough Members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Members required for a quorum. If a quorum is not present at any time during a meeting, a majority of the Members who are present may adjourn and reconvene the meeting once without further notice.

### **3.08 Actions of Members**

The Members will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting Members in good standing, present and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the Members unless law or the bylaws require a greater number. Voting will be by ballot, voice, electronic ballot, or a hybrid of these

methods except that any election of Directors will be by ballot if demanded by any voting member at the meeting before the voting begins.

## **ARTICLE IV BOARD OF DIRECTORS**

### **4.01 Management of the Corporation**

The Board of Directors will manage corporate affairs. By default, Directors serve as the Corporation's Officers (as defined by §1.002(61) of the *Texas BOC*). The Officers will be a President, Vice-President, a Treasurer, a Secretary, and an Education Officer. The Board may create additional Officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices on an interim basis, except the same person cannot be both President and Secretary.

### **4.02 Number, Qualifications, and Tenure of Directors**

The number of Directors will be a number determined by the Board of Directors that is not less than three and not greater than six. Directors need not be Texas residents. Directors must be Members of the Corporation. Each director will serve for a term of one year.

### **4.03 Initial Directors**

The initial Directors of the Corporation shall be the three named in the Certificate of Formation: John Black, Michael Lerman, and Jonathan Reasoner. The initial Directors shall serve until the next meeting where Directors are elected.

### **4.04 Nominating Directors**

At any meeting at which the election of a Director is held, a dues paid Member in good standing may nominate a person with the second of any other dues paid Member in good standing. Only dues paid Members in good standing shall be permitted to be nominated and serve as Directors.



#### **4.05 Electing Directors**

Directors will be elected to an Officer position and its corresponding Board seat by the majority vote of the members. Each Director will hold office until a successor is elected and qualifies. A Director may be elected to succeed himself or herself as Director. Directors will be elected at the annual meeting of the members as described in 3.01 Annual Meetings. If Directors are not appointed at this time, they will be appointed as soon thereafter as possible.

#### **4.06 Vacancies**

The Board will fill any vacancy in the Board and any Director position to be filled due to an increase in the number of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board, or if it is a sole remaining Director. A Director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

#### **4.07 Annual Meeting**

The annual meeting of the Board may be held without notice other than these Bylaws. The annual Board meeting will be held immediately after, and at the same place as, the annual Members' meeting.

#### **4.08 Regular Meetings**

The Board will provide for regular meetings, no less than quarterly, by resolution stating the time and place of such meetings. The meetings may be held inside or outside Texas. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

#### **4.09 Special Meetings**

Special Board meetings may be called by, or at the request of, the President or any two Directors. A person or persons authorized to call special meetings of the Board may fix any place within Harris County or any adjoining county as the place for holding a special meeting. The person or persons calling a special meeting will inform the Secretary of the corporation of the information to be included in the

notice of the meeting. The Secretary of the Corporation will give notice to the Directors as these Bylaws require.

#### **4.10 Notice**

Written or printed notice of any special meeting of the Board will be delivered to each Director not less than seven (7), nor more than thirty (30) days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

#### **4.11 Quorum**

Three Directors constitute a quorum for transacting business at any Board meeting. The Directors present, either in person or virtually, at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a four-fifths of the number of Directors. If a quorum is never present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting once without further notice. In compliance with the *Texas BOC §22.213(b)*, a Director present by proxy may not be counted toward a quorum.

#### **4.12 Duties of Directors**

Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

#### **4.13 Duty Avoid Improper Distributions**

Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution.

A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the Corporation before adjournment of the meeting in question or mailed to the Secretary by registered mail immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more Officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations.

Furthermore, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

#### **4.14 Interested Directors**

Contracts or transactions between Directors, Officers, or Members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Director, Officer, or Member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other Directors of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested Directors or other group with the authority to authorize the transaction.

#### **4.15 Actions of Board of Directors**

The Board will try to act by consensus. However, if a consensus is not available, the vote of a four-fifths of Directors is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

#### **4.16 Compensation**

Directors will not receive salaries for their services.

#### **4.17 Removing Directors**

The Members may vote to remove a Director at any time only for good cause. Good cause for removal of a Director includes the unexcused failure to attend five consecutive Board meetings. A meeting to consider removing a Director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Members of the corporation. The notice of the meeting will state that the issue of possibly removing the Director will be on the agenda and the notice will state the proposed cause for removal.

At the meeting, the Director may present evidence of why he or she should not be removed. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director.

A Director may be removed by the affirmative vote of two-thirds of the Members.

### **ARTICLE V OFFICERS**

#### **5.01 President (Mission Commander)**

The President is the Corporation's chief executive officer. He or she will supervise and control all the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The President will perform other duties prescribed by the Board and all duties incident to the office of President.

#### **5.02 Vice-President (Pilot)**

When the President is absent, cannot act, or refuses to act, a Vice-President will perform the President's duties. When acting in the President's place, the Vice-President has all the powers of—and is

subject to all the restrictions on—the president. A Vice-President will perform other duties as assigned by the President or Board.

### **5.03 Treasurer (Payload Specialist)**

The Treasurer will:

- (a) Have charge and custody of—and be responsible for—all the Corporation’s funds and securities;
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source;
- (c) Deposit all moneys in the Corporation’s name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or President directs;
- (d) Write checks and disburse funds to discharge the Corporation’s obligations;
- (e) Maintain the Corporation’s financial books and records;
- (f) Prepare financial reports at least annually;
- (g) Perform other duties as assigned by the President or the Board;
- (h) If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board; and
- (i) Perform all the duties incident to the office of Treasurer.

### **5.04 Secretary (CapCom)**

The Secretary will:

- (a) Give all notices as provided in the bylaws or as required by law;
- (b) Take minutes of the meetings of the Members and the Board and keep the minutes as part of the corporate records;
- (c) Maintain custody of the corporate records and seal;
- (d) Affix the corporate seal to all documents as authorized;

- (e) Keep a register of the mailing address of each Member, Director, Officer, and employee of the Corporation;
- (f) Record Officer nominations including their endorsements;
- (g) Perform duties as assigned by the President or the Board; and
- (h) Perform all duties incident to the office of Secretary.

#### **5.05 Education Officer (Mission Specialist)**

The Education Officer is responsible for planning and coordinating educational opportunities. Topics may include (but are not limited to): BJCP training, sensory training, recipe building, brewing techniques, how-to's, etc.

### **ARTICLE VI COMMITTEES**

#### **6.01 Establishing Committees**

The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee must be sponsored by one (1) or more Directors and may include persons who are not Directors. The Board may also delegate to the President its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual Director, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- (a) Amend the certificate of formation.
- (b) Adopt a plan of merger or of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets.

- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the Corporation.
- (f) Adopt a plan for distributing the Corporation's assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a Director or Officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.04, below.
- (j) Take any action outside the scope of authority delegated to it by the Board.

### **6.02 Authorization of Specific Committees**

The following committee is authorized: The Lunar Rendezbrew Committee. The Board will define the activities and scope of authority of each committee by resolution.

Each Director must serve as committee Chair for at least one (1) committee in support of Lunar Rendezbrew.

### **6.03 Term**

Each committee will continue exist as long as necessary to accomplish its intended purpose.

### **6.04 Chair and Vice-Chair**

One committee member of each committee will be designated as the committee Chair, and another committee member of each committee will be designated as the Vice-Chair. The Chair and Vice-Chair will be elected by the committee members. If no Chair or Vice-Chair is elected, the President shall serve as Chair. The Chair will call and preside at all meetings of the committee. When the Chair is absent, cannot act, or refuses to act, the Vice-Chair will perform the Chair's duties. When a Vice-Chair acts for the Chair, the Vice-Chair has all the powers of—and is subject to all the restrictions on—the Chair.



## **6.05 Rules**

Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

# **ARTICLE VII TRANSACTIONS OF CORPORATION**

## **7.01 Contracts**

The Board may authorize any Officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

## **7.02 Deposits**

All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

## **7.03 Gifts**

The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the certificate of formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

## **7.04 Potential Conflicts of Interest**

The Corporation may not make any loan to a Director or Officer of the Corporation. A Member, Director, Officer, or committee member of the Corporation may lend money to—and otherwise transact business with—the Corporation except as otherwise provided by these Bylaws, the certificate of formation, and applicable law. Such a person transacting business with the Corporation has the same

rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from—or otherwise transact business with—a Member, Director, Officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation’s best interests. The Corporation may not borrow money from—or otherwise transact business with—a Member, Director, Officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board’s or the Members’ approval, not including the vote of any person having a personal interest in the transaction.

#### **7.05 Prohibited Acts**

As long as the Corporation exists, and except with the Board’s or the Members’ prior approval, no Member, Director, Officer, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation;
- (b) Do any act with the intention of harming the Corporation or any of its operations;
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation’s intended or ordinary business;
- (d) Receive an improper personal benefit from the operation of the Corporation;
- (e) Use the Corporation’s assets, directly or indirectly, for any purpose other than carrying on the Corporation’s business;
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will;
- (g) Use the Corporation’s name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business;  
or
- (h) Disclose any of the Corporation’s business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE VIII BOOKS AND RECORDS**

### **8.01 Required Books and Records**

The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the certificate of formation, and any certificate of amendment, restated certificate, certificate of merger, and statement of change of registered office or registered agent;
- (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them;
- (c) Minutes of the proceedings of the Members, Board, and committees having any of the authority of the Board;
- (d) A list of the names and addresses of the Members, Directors, Officers, and any committee members of the Corporation;
- (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three (3) most recent fiscal years;
- (f) A financial statement showing the Corporation's income and expenses for the three (3) most recent fiscal years;
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and
- (h) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three (3) most recent tax years.

### **8.02 Inspection and Copying**

Any Member, Director, Officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her

interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than fifteen (15) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed 50 cents per page. The Corporation will provide requested copies of books or records no later than thirty (30) working days after receiving a proper written request.

## **ARTICLE IX FISCAL YEAR**

**9.01.** The Corporation's fiscal year will begin on the first day of January and end on the last day of December in each year.

## **ARTICLE X INDEMNIFICATION**

### **10.01 When Indemnification Is Required, Permitted, and Prohibited**

(a) The Corporation will indemnify a Member, Director, Officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a Director, Officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

(b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation will pay or reimburse expenses incurred by a Member, Director, Officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Member, Director, Officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 10.01(b), above.

(e) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 10.03(c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or one or more of the Members or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

## **10.02 Extent and Nature of Indemnity**

The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

### 10.03 Procedures Relating to Indemnification Payments

(a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding;

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding;

(iii) Determination by special legal counsel selected by the Board by the same vote as provided in (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors; or

(iv) Majority vote of Members, excluding Directors or other Members who are named defendants or respondents in the proceeding.

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the certificate of formation, or a resolution of Members or the Board that requires the indemnification permitted by paragraph 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

(d) Any indemnification or advance of expenses will be reported in writing to the Corporation's members. The report will be made with or before the notice or waiver of notice of the next Members' meeting, or with or before the next submission to Members of a consent to action without a meeting. In any case, the report will be sent within the 12-month period immediately following the date of the indemnification or advance.

## **ARTICLE XI NOTICES**

### **11.01 Notice by Mail or Telegram**

Any notice required or permitted by these Bylaws to be given to a Member, Director, Officer, or member of a committee of the Corporation may be given by mail or telegram. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the

corporate records. A person may change his or her address in the corporate records by giving written notice of the change to the Secretary of the Corporation.

#### **11.02 Signed Waiver of Notice**

Whenever any notice is required by law or under the certificate of formation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

#### **11.03 Waiving Notice by Attendance**

A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

### **ARTICLE XII SPECIAL PROCEDURES CONCERNING MEETINGS**

#### **12.01 Meeting by Telephone**

The Members, Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

#### **12.02 Decision without Meeting**

Any decision required or permitted to be made at a meeting of the Members, Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The



original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Furthermore, in accordance with the certificate of formation, action may be taken without a meeting when there are signed written consents by the number of Members, Directors, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A telegram, telex, cablegram, or similar transmission by a Member, Director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, will be treated as an original being signed by the Member, Director, or committee member.

Consents must be delivered to the Corporation. A consent signed by fewer than all Members, Directors, or committee members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within 60 days after the date that the earliest-dated consent was delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an Officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the President or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

## **ARTICLE XIII AMENDING BYLAWS AND TERMINATION**

### **13.01 Amending the Bylaws**

These Bylaws may be altered, amended, or repealed, and new bylaws may only be adopted by the Members. The notice of any meeting at which these Bylaws are altered, amended, or

repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

The following types of bylaw amendments may be adopted only by the Members:

- (a) Setting or changing the authorized number of Directors.
- (b) Changing from a fixed number to a variable number of Directors or vice versa.
- (c) Increasing or extending the Directors' terms.
- (d) Increasing the quorum for Members' meetings.
- (e) Repealing, restricting, creating, expanding, or otherwise changing the Members' proxy rights.
- (f) Authorizing or prohibiting cumulative voting.

### **13.02 Terminating the Corporation**

The Corporation can only be terminated in accordance with the *Texas BOC §22.302(3)* with a Board approved resolution to terminate, notice to the Members of the distribution plan, and approval of the two-thirds of the Members.

## **ARTICLE XIV MISCELLANEOUS PROVISIONS**

### **14.01 Legal Authorities Governing Construction of Bylaws**

These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

### **14.02 Legal Construction**

To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available

to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

#### **14.03 Headings**

The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

#### **14.04 Number**

All singular words include the plural, and all plural words include the singular.

#### **14.05 Seal**

The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words “Masstronauts, Inc.,” “Texas,” in one circle and the word “Incorporated” together with the date of incorporation in the other circle.

#### **14.06 Power of Attorney**

A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary to be kept with the corporate records.

#### **14.07 Parties Bound**

The bylaws will bind and inure to the benefit of the Members, Directors, Officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of Masstronauts, Inc. and that these

Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on August 16th, 2022 [*date*].

Dated: August 16th, 2022

Michael E. Lerman [*signature*]

Michael E. Lerman [*typed name*]

Secretary of the Corporation