

ARTICLE III of the SIA Bylaws

Members

Section 1.01 Member Qualifications. The Association shall have three classes of members: Executive, Associate and Affiliate (members of the executive class hereinafter referred to as “Executive Members”; members of the associate class hereinafter referred to as “Associate Members”; members of the affiliate class herein referred to as “Affiliate Members”; and collectively the foregoing referred to as “Members”). The number of Executive Members shall be no fewer than three.

The Executive Members of the Association shall consist of U.S. Companies that agree to contribute to the Mission and goals of the Association. However, upon the recommendation of the President and unanimous approval of the Board of Directors, the requirement that an Executive Member be a U.S. Company (defined below in this Section 3.01) may be waived. The Associate Members of the Association shall consist of U.S. and non-U.S. companies and individuals that agree to contribute to the Mission and goals of the Association and that have a significant stake in the U.S. marketplace. Each Member shall designate one individual as an official representative and another individual as an alternative representative to the Association. Each such individual is authorized to act in the name of the Member that designated the individual and will be required to sign Fiduciary and Conflict of Interest Statements, as approved by the Board, annually. The Affiliate Members of the Association shall consist of U.S. and non-U.S. companies and individuals that agree to contribute to the Mission and goals of the Association and that have a significant stake or interest in the U.S. marketplace.

Executive and Associate Members may join the Association following filing of a formal application with the Association, and approval by the Board of Directors, based on the Board’s evaluation of the applicant’s ability to meet required qualifications and to support the Mission and goals of the Association.

Affiliate Members may join the Association following filing of a formal application with the Association, subject to approval by the President of the Association or another officer of the Association to whom the President has delegated the authority to approve Affiliate Members based on an evaluation of the applicant’s ability to meet required qualifications and to support the Mission and goals of the Association. Affiliate Members shall have the benefits that are approved by the Board of Directors from time to time.

For the purposes of this Section 3.01, the following terms have the meanings set forth below:

“U.S. Company” shall mean:

- (a) a company (i) that is incorporated in or organized under the laws of a state in the United States or that has located its corporate headquarters or principal place of business in the United States, and (ii) that is not a subsidiary or division of a corporation or other entity that has its principal place of business outside the United States; or

(b) a company that is a manufacturer of satellite-related products that is a subsidiary or division of another manufacturing company that is headquartered or has its principal place of business outside the United States if:

- (i) its principal manufacturing activities take place at locations within the United States, and
- (ii) it is not owned or invested in by non-U.S. government entities; or

(c) a company that is a satellite system operator that is a subsidiary or division of another satellite system operator that is headquartered or has its principal place of business outside the United States if:

- (i) all or a substantial portion of the subsidiary's or division's space segment is licensed by the U.S. Federal Communications Commission (FCC); and
- (ii) at least 20% of the ownership of the subsidiary or division is held by U.S. persons or entities.

"Licensed by the FCC" shall mean an authorization issued pursuant to Title III of the Communications Act of 1934, as amended, entitling the holder to operate a space station at a particular orbital location or in a particular orbit or orbital plane, and shall not include FCC decisions permitting space stations licensed by non-U.S. telecommunications authorities to serve the United States (e.g., FCC decisions adding space stations to the permitted space station list).

Section 1.02 Term of Membership. Members may continue to be Members indefinitely, provided, however, that

(a) any Member may resign at any time upon written notice to the Board of the Association (any resignation to take effect as specified therein or, if not so specified, upon receipt by the Secretary);

(b) any Member may be removed from the Association at any time, after being given notice of 30 days, with or without cause, by majority vote of the other Members entitled to vote; and

(c) any Member may be removed from the Association for being over 120 days in arrears in the payment of membership dues, subject to the approval of the Board of Directors.

Section 1.03 Membership Dues. Members shall pay dues as established from time to time by the Board of Directors. Dues may vary by class of membership but shall be uniform within classes of Membership and revenue categories. Membership dues paid prior to resignation or removal shall be non-refundable.

Section 1.04 Annual Association Meeting. The Association shall hold an annual Association Meeting, which all members may attend. At such meeting, the Executive Members shall elect the Board of Directors. Other matters may be brought before such meeting if submitted in writing five days before the meeting by any Member, provided that such notice may be waived by a majority of the Members in attendance.

Section 1.05 Special Meetings. Special meetings of the Members may be called by the President, the Secretary, or by the Board of Directors. Special meetings may also be convened by any three Members entitled to vote at such meeting.

Section 1.06 Place and Time of Meetings. Meetings of Members may be held at such place, within or without the District of Columbia, and at such hour as may be fixed in the notice of the meeting.

Section 1.07 Notice of Annual and Special Meetings. Written notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not fewer than ten or more than fifty days before the date of the meeting, either personally or by mail including electronic mail, at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each Member entitled to attend such meeting.

If mailed, such notice shall be deemed to be delivered three days after the date deposited in the United States mail, with postage thereon prepaid, addressed to the Member at its address as it appears on the records of the Association. If emailed, such notice shall be deemed to be delivered if sent to an address given by the designated official representative of the Member to the Association.

Section 1.08 Waivers of Notice. Whenever any notice is required to be given to any Member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the Member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any Member at a meeting, in person or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by such Member.

Section 1.09 Quorum. Members having at least a majority of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum at a meeting of Members for the transaction of any business. The Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members entitled to vote to leave less than a quorum.

If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

Section 1.10 Proxies. An Executive Member may vote at a meeting of the Members by proxy executed in writing by the Executive Member or its duly authorized attorney-in-fact.

No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Executive Member executing it, except as otherwise provided by law.

Section 1.11 Voting and other Rights of Executive and Associate Members. Each Executive Member shall have one vote at any meeting of the Members. Voting by the Executive Members on all matters may be conducted by mail, including electronic mail, provided the votes

are recorded by deadlines established at the time of the voting. Votes received after the specified deadline for receipt of votes will not be counted.

Whenever any corporate action is to be taken by vote of the Members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a meeting of the Members or through timely electronic mail by the Members entitled to vote thereon.

Associate Members may attend any general Association meeting open to the full membership, as well as the annual Association meeting. Each Associate Member shall have one vote on matters that come up at any general Association meeting open to the full membership, as well as the annual Association meeting, except that Associate Members shall have no vote in connection with the election of directors. Associate Members may join and participate in any of the Association's working groups. Associate Members may serve as Chairman of an Association Working Group with prior approval of the Board and may participate in the Association Leadership Dinner, based on availability and under the requirements set by the Board from time to time.

For the first year of Membership, an Associate Member may be a Trial Associate Member. Trial Associate Members shall have the same rights as Associate Members but are not permitted to serve as Chair of a Working Group and may be limited in their participation in the Association's Leadership Dinner, based on Board policy as established from time to time. Status as a Trial Associate Member is accorded only for the first year of membership. Trial Associate Membership status will not be granted to those companies that have held Trial Associate Member status within the past five years, except under unusual circumstances in connection with which the Board of Directors determines the company is not taking inappropriate advantage of the purpose and benefits of Trial Associate Membership.

Section 3.12 No Voting Rights for Affiliate Members. Affiliate Members shall have no voting rights. No Affiliate Members may join or participate in any of the Association's working groups or purchase a seat or table at the Association Leadership Dinner.

Section 1.13 Presiding Officer and Secretary. At any meeting of the Members, if neither the Chairman of the Board, if any, nor President, nor a person designated by the Board to preside at the meeting shall be present, the Members present shall appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 1.14 Informal Action by Members; Meetings by Conference Telephone. Any action required by the District of Columbia Nonprofit Corporation Act to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or document filed with the Mayor of the District of Columbia under the District of Columbia Nonprofit Corporation Act.

Except as otherwise required by law or restricted by the Articles of Incorporation or these Bylaws, the Members may participate in a meeting of the Members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.