



**BYLAWS**

**OF**

**RESILIENT NAVIGATION AND TIMING FOUNDATION, INC.**

With Amendments dated 10 July 2014 and 18 October 2018

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**RESILIENT NAVIGATION AND TIMING FOUNDATION, INC.**

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**BYLAWS**  
**OF**  
**RESILIENT NAVIGATION AND TIMING FOUNDATION, INC.**

**ARTICLE I -- NAME AND OFFICES**

Section 1. Name. The name of the corporation shall be Resilient Navigation and Timing Foundation, hereinafter referred to as the “foundation.”

Section 2. Principal Office. The principal office of the foundation shall be located at 4558 Shetland Green Road, Alexandria, VA 22312, in the county of Fairfax, which shall also be the registered office of the foundation.

Section 3. Other Offices. The foundation may have offices at such other places, either within or without the State of Virginia, as the Board of Directors may from time to time determine.

**ARTICLE II -- PURPOSES**

The purposes for which the foundation is organized are:

- (1) To operate exclusively for charitable, educational, religious and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the "Code");
- (2) To engage in any lawful activity for which foundations may be organized under Chapter 10 of the Code of Virginia, so long as the foundation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in section 501(c)(3) of the Code.
- (3) In furtherance of the foregoing purposes, to lessen the burdens of government, protect critical infrastructure, support first responders, foster new technologies and applications, and promote the public interest in resilient navigation and timing.

**ARTICLE III -- MEMBERS**

Section 1. Qualification and Contact. The Members of the foundation shall consist of such individuals and organizations as may from time to time apply for membership and be accepted by the membership committee. The only criteria for membership are that the applicant must support the purposes and goals of the foundation. Classes of membership shall be stated in the Bylaws and may be revised by the Board of Directors by amendment of the Bylaws. The Board shall set dues which may vary according to the class of membership and which may be changed by the Board from time to time. Membership shall not be assignable or transferable. All Members shall maintain with the Secretary a valid electronic mail address at which they

agree to accept official notices of meetings and other non-commercial correspondence from the foundation, and waive their rights to receiving paper copies of documents via the postal service.

Section 2. **Rights and Privileges of Membership.** A Member shall have the right to receive information from the foundation, to provide information to the foundation and to be invited to an annual meeting. Members shall not have the right to vote and shall not have the rights of members as provided in the Virginia Nonstock Corporation Act, except as stated in these Bylaws, or as specifically authorized by the Board.

Section 3. **Classes of Membership.** There shall be five (5) classes of membership; regular, honorary, life, associate, and corporate. Any individual or organization that has an interest in the field of resilient navigation and timing is eligible for membership. Application shall be presented to the Board of Directors or its delegated representative and action to accept or reject the application shall be completed within three (3) months from receipt by the Association.

(1) **Regular Member.** A regular member is a person whose application has been accepted and who agrees to pay membership dues as set from time to time by the Board of Directors. The right to be elected by the Board of Directors as an officer, Director or Committee Member shall be extended to regular members in good standing.

(2) **Honorary Member.** Honorary membership may be awarded by the Board of Directors to an individual who has made an outstanding contribution to resilient navigation and timing. Not more than two persons may be awarded honorary memberships in any one calendar year. An honorary member shall be entitled to all privileges of regular membership, except the right to hold office, unless the requirements of regular membership are met in addition to honorary membership. Honorary membership shall continue for life unless revoked by the Board of Directors.

(3) **Life Member.** A life member is a person whose application has been accepted and elects to pay in advance the life membership dues or has qualified for life membership by the "Rule of 80." Such a person shall be a member for life without further payment of annual dues. A life member in good standing shall be entitled to all privileges and rights of regular membership. Life membership under the "Rule of 80" is applicable only to a regular member who has attained the age of 65 years and who has been member in good standing for such period that the sum of the member's age and years of membership equals or exceeds 80 years.

(4) **Associate Member.** An associate member is an organizational unit, such as a library, whose application has been accepted. Associate members shall receive the publications of the Association and other material having potential interest to non-members. Associate members shall not have the privilege to hold office.

(5) **Corporate Member.** A corporate member is an organizational unit whose application has been accepted. There shall be two (2) classes of corporate members. Class 1 shall include organizations operated for a profit having 500 or more employees on the first day of the current calendar year. Class 2 shall include the following:

- a. Organizational units of a government
- b. Educational institutions or units thereof
- c. Bona fide non-profit organizations
- d. Organizations operated for profit having fewer than 500 employees on the first day of the current calendar year
- e. Divisions of corporations that are Class 1 members

A corporate member shall have the privilege of nominating its employees for acceptance as members who shall be extended all the privileges of regular membership. Those accepted shall not exceed ten (10) for a Class 1 corporate member or five (5) for Class 2.

Section 4. Resignation. A Member may resign from membership in the foundation at any time by giving notice of the resignation in writing addressed to the President or the Secretary, or by presenting a written resignation in person at an annual or special meeting of Members.

Section 5. Removal. Members may be removed from membership, provided that such removal is carried out in good faith, by the vote of two-thirds of the Board of Directors.

Section 6. Corporate Records. A Member is entitled to inspect and copy the records of the foundation to the maximum extent required by Chapter 10 of the Virginia Nonstock Corporation Act, upon making a written request five days in advance of the date of inspection.

#### **ARTICLE IV -- MEETINGS OF MEMBERS**

Section 1. Annual Meeting. The annual meeting of Members shall be held in the month of April, for the purpose of the membership informing the Directors of the foundation of their concerns, for professional development, and for the transaction of such other business as the Board of Directors may wish to bring before the meeting. If the annual meeting shall not be held as designated by these bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article IV. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 2. Special Meeting. A special meeting of the Members may be called at any time by the President or the Directors, and shall be called by the Secretary upon the written request of persons representing at least 10 percent of the number of Regular Members listed on the records of the foundation.

Section 3. Place of Meeting. All meetings of Members shall be held at the principal office of the foundation, or at such other place, either within or without the State of Virginia, as shall be designated in the notice of the meeting or agreed upon by a majority of the Directors at the time in office.

Section 4. Notice of Meetings. Notice, stating the time and place of the meeting, and in the case of a special meeting, briefly describing the purpose or purposes thereof, shall be e-mailed not less than ten days and not more than sixty days before the date of the meeting to each Member addressed to the Member's e-mail address as it appears on the records of the foundation. It shall be the primary responsibility of the Secretary to give such notice, but it may be given by or at the direction of the President or other persons calling the meeting.

Section 5. Fixing Record Date. For the purpose of determining the Members entitled to notice of any meeting of Members or in order to make a determination of Members for any other purpose, the Board of Directors may fix in advance a date as the record date for the determination of Members. The record date shall be not more than 70 days before the meeting or action requiring a determination of Members. A determination of Members entitled to notice of a Members' meeting shall be effective for any adjournment of the meeting unless the Board of Directors fixes a new record date. If no record date is fixed, Members at the close of business on the business date preceding the day on which notice is given shall be entitled to notice of the meeting.

## **ARTICLE V -- BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the foundation shall be managed by the Board of Directors in accordance with the provisions of applicable law, the Articles of Incorporation and these bylaws.

Section 2. Number, Term and Qualification. The number of Directors of the foundation shall be not less than three nor more than seven. Each Director shall hold office for two years and until a successor is elected and qualifies. Each Director shall be a Regular Member of the foundation but need not be a resident of the Commonwealth of Virginia. To avoid the appearance of conflict, and ensure strict adherence to laws governing administration of charities, a majority or more of RNTF board members shall have no financial or commercial interest in the outcome of the foundation's efforts. All candidates for board membership shall affirm they have no financial or commercial interest in the outcome of the foundation's efforts (a "Community Candidate"), or shall affirm that, although they may have a financial or commercial interest in the outcome of the foundation's efforts, they will follow the conflict-of-interest policy and will make decisions, where not conflicted, that will prioritize the needs of RNTF to achieve its charitable purposes (a "Business Candidate"). Financial and commercial interests include employment by a company that has or seeks to provide positioning, navigation, and timing (PNT) services or equipment, investments in such companies (except when included as a part of a mutual fund or other managed portfolio), and efforts or intentions to engage in such activities. A Community Candidate shall be nominated when needed to maintain a majority of Board members who do not have a financial or commercial interest in the outcome of the Foundation's efforts.

Section 3. Election of Directors. Directors shall be elected at any annual or special meeting of the Board of Directors by a vote of a majority of the Directors present and voting. Directors may serve multiple and sequential terms of office.

Section 4. Removal Any one or more of the Directors may be removed from office, with or without cause, by action of the majority of the Board of Directors.

Section 5. Resignation. A Director may resign at any time by communicating such resignation to the Board of Directors, its presiding officer or to the foundation. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 6. Vacancies. A vacancy occurring in the Board of Directors shall be filled by a majority of the remaining Directors (but not less than two) at any regular meeting or special meeting of the Board.

## **ARTICLE VI -- MEETINGS OF DIRECTORS**

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of April of each year, for the purpose of electing Directors and officers of the foundation, and for the transaction of such other business as may be properly brought before the meeting. If the annual meeting is not held in the month designated by these bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors, and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or any two Directors.

Section 3. Place of Meetings. Meetings of the Board of Directors may be held at the principal office of the foundation or at such other place, either within or without the State of Virginia, as shall either (i) be designated in the notice of the meeting or (ii) be agreed upon at or before the meeting by a majority of the Directors then in office.

Section 4. Notice of Meetings. The Secretary or other person or persons calling a meeting for which notice is required shall give notice by electronic mail at least five days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Director at a meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5. Quorum. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

Section 6. Manner of Acting. Except as otherwise provided by law or in the bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors or members of a committee may be taken without a meeting if each Director signs a consent describing the action to be taken and delivers it to the Foundation. The Action is effective when the last Director signs the consent unless the



consent specifies a different effective date, in which event the Action taken is effective as of the date specified therein provided the consent states the date of execution by each Director. A written consent and signing thereof may be accomplished by one or more electronic transmissions.

Section 8. Meeting by Communications Device. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications device which allows all Directors participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

## **ARTICLE VII -- COMMITTEES**

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors then in office, may designate two or more Directors to constitute an Executive Committee, which shall have and may exercise the authority of the Board in the management of the business and affairs of foundation during intervals between meetings. Vacancies in the membership of the Executive Committee shall be filled by a majority of the whole Board of Directors at a regular meeting or at a special meeting called for that purpose. The Executive Committee shall keep minutes of its proceedings and shall report to the Board of Directors on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the foundation.

Section 2. Standing or Other Committees. Standing or other committees having two or more members may be designated by a resolution adopted by a majority of the number of Directors then in office. Vacancies in the membership of such committees shall be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 3. Committee Authority. No committees of the Board (including the Executive Committee) shall be authorized to take the following actions:

- (a) Elect, appoint or remove Directors, or fill vacancies on the Board of Directors or on any of its committees;
- (b) Adopt, amend, or repeal the Articles of Incorporation or bylaws;
- (c) Approve a plan of merger; or
- (d) Approve or recommend to the Board action required by law to be approved by members when a foundation has voting members

Section 4. RNT Advisory Council. The Board may appoint one or more persons to the RNT Advisory Council who have acknowledged expertise in resilient navigation and timing, as well as other areas of expertise important to the foundation. The Advisory Council shall provide information and recommendations to the Board of Directors and

membership on policy and technology issues that may affect the organization.

## ARTICLE VIII -- OFFICERS

Section 1. Titles. The officers of the foundation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also elect a Chairman of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, and such other officers as it shall deem necessary. Except as otherwise provided in these bylaws, the additional officers shall have the authority and perform the duties as from time to time may be prescribed by the Board of Directors. Any two or more offices may be held by the same individual, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term. The officers of the foundation shall be elected by the Board of Directors at the annual meeting. Each officer shall hold office until the next annual meeting and until a successor is elected and qualifies.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board with or without cause.

Section 4. Resignation. An officer or agent may resign at any time by communicating such resignation to the foundation. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 5. Vacancies. Vacancies among the officers may be filled and new offices may be created and filled by the Board of Directors.

Section 6. Chairman of the Board of Directors. The Chairman of the Board of Directors, if such officer is elected, shall preside at meetings of the Board of Directors and shall have such other authority and perform such other duties as the Board of Directors shall designate.

Section 7. President. The President shall be the chief executive officer of the foundation and, subject to the control of the Board of Directors, shall supervise and control the management of the foundation in accordance with these bylaws. In default of a Chairman of the Board, the President shall preside at meetings of the Board of Directors. The President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the foundation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board of Directors to some other officer or agent. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors from time to time.

Section 8. Vice Presidents. The Vice Presidents shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be presumptive evidence of the

absence or inability to act of the President at the time the action was taken. The Vice Presidents shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the foundation and shall receive, deposit or disburse the same under the direction of the Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 10. Assistant Treasurers. Each Assistant Treasurer shall have such powers and perform such duties as may be assigned by the Board of Directors, and the Assistant Treasurers shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 11. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and shall give all notices required by law and these bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the signature of the Secretary and in general shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 12. Assistant Secretaries. Each Assistant Secretary shall have such powers and perform such duties as may be assigned by the Board of Directors, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

## **ARTICLE IX -- INDEMNIFICATION**

Section 1. General Policy. It shall be the policy of the foundation to indemnify to the maximum extent permitted by Chapter 10 of the Virginia Nonprofit Corporation Act, any one or more of the Directors, officers, employees, or agents and former Directors, officers, employees, or agents of the foundation, and persons who serve or have served at the request of the foundation as directors, officers, partners, trustees, employees or agents of another foreign or domestic foundation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatening or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performed of their duties.

Section 2. Use of Corporate Funds. The foundation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The

use of funds of the foundation for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section I of this Article shall be deemed a proper expense of the foundation.

## **ARTICLE X -- GENERAL PROVISIONS**

Section 1. Seal. The seal of the foundation shall bear the name of the foundation and the letters "VA."

Section 2. Waiver of Notice. A Director or other person entitled to receive a notice required to be given under the provisions of these bylaws, the Articles of Incorporation or by applicable law, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3. Checks. All checks, drafts or orders for the payment of money shall be signed by the officer or officers or other individuals that the Board of Directors may from time to time designate.

Section 4. Bond. The Board of Directors may by resolution require any or all officers, agents or employees of the foundation to give bond to the foundation, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

Section 5. Loans. No loans shall be contracted on behalf of the foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6. Fiscal Year. The fiscal year of the foundation shall be the period ending on December 31 of each year.

Section 7. Conflict of Interest. A Director shall inform the Board of Directors of any direct or indirect conflict of interest which the Director has with regard to any transaction contemplated by the Board of Directors (a "Conflict of Interest"). A Conflict of Interest is a transaction with the foundation in which a Director has an interest that precludes the Director from being a disinterested Director. Pursuant to the provisions of Section 13.1-871 of the Virginia Nonstock Corporation Act, the Director with a Conflict of Interest may participate in the discussion, but should not vote on the transaction. The transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the disinterested Directors on the Board. If a majority of the disinterested Directors vote to authorize, approve or ratify the transaction, a quorum is deemed to be present for purposes of that vote. The presence or vote of a Director who is not a disinterested Director does not affect the validity of any action if it is approved as provided in Section 13.1-871.

Section 8. Executive Director. The Board may appoint an Executive Director from its own number or from outside the organization. If an Executive Director is appointed, he/she shall report directly to the President. If the Executive Director is also the President, then he/she shall regularly report to the Executive Committee. This position may or may not be compensated. If the position is compensated by the foundation, then the Executive Committee, acting as the Compensation Committee, shall meet annually to set the rate of compensation, the policy on reimbursable expenses and other similar matters, as well as review the Executive Director's performance.

Section 9. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of the entire Board of Directors at any meeting of the Board; provided, that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided in these bylaws. If the members on repealing, adopting or amending a bylaw expressly provide that the Board of Directors may not amend, repeal or reinstate that bylaw, then only the members may approve future changes to that bylaw.

\* \* \* \* \*

THIS IS TO CERTIFY that the above bylaws of Resilient Navigation and Timing Foundation were duly adopted by the Board of Directors effective the 2nd day of September 2013.

This the 2nd day of September, 2013.



President

[Corporate Seal]

Amendments Incorporated Herein:

10 July 2014 – Bylaws amended to change all references to “Advisory Board” to read “Advisory Council.” See minutes of board meeting.

18 October 2018 – Bylaws amended to clarify Article V, Sections 2 and 3. See minutes of board meeting.