

NATIONAL EBS ASSOCIATION

BYLAWS

ARTICLE I. NAME

Section 1.0. The name of this corporation is the National EBS Association (hereinafter referred to as the “Association” or “NEBSA”).

ARTICLE II. PURPOSES, MISSION, AND OBJECTIVES

Section 2.01. Purpose. NEBSA is a professional organization for those entities that hold Educational Broadband Service (EBS) licenses and for those who have commercial or non-commercial common interest in the ubiquitous development of EBS spectrum.

Section 2.02. Mission Statement. To promote, protect, and enhance the use of the EBS spectrum for education, and to provide EBS license holders with relevant, current, and expert information that is needed to serve, protect, and enhance the interests of EBS licensees.

Section 2.03. Objectives. Specific objectives of the Association are:

- To provide and promote avenues of communication among and to EBS licensees.
- To be the leading advocate for the effective use of and to promote the value to the education community of the EBS spectrum set aside for education by the Federal Communications Commission (FCC).
- To represent the interests of EBS licensees at the FCC, before other governmental bodies, and in all other appropriate fora.
- To increase participation by EBS licensees, before public policy bodies such as the FCC.
- To enhance a positive public profile of the EBS band and its uses before national educational organizations, school governance bodies, and the general public.
- To provide a forum for exchange of information and advice on new technologies, new educational applications, and commercial and non-commercial relationships and partnerships relative to EBS.
- To work to increase the capability and proficiency of EBS licensees to provide educational and public service via EBS.
- To work closely with allied organizations to advance wireless broadband specifically using EBS spectrum.
- To develop and disseminate timely information about EBS.

ARTICLE III. MEMBERSHIP

Section 3.0. Membership. The Members of the Association shall be those entities duly admitted to membership in accordance with these Bylaws. Each Member of the Association shall have rights and obligations equal to those granted to or imposed upon all Members.

3.01. Members and Supporting Affiliates.

3.01.a. Licensee Member. Open to accredited academic institutions and educational nonprofit entities that hold an EBS license. Each Licensee Member shall designate one of its employees or other individual as its Voting Representative. Such designation may be changed at any time by the decision of the Licensee Member with written notice given to the NEBSA Board Chair or his/her designee.

3.01.b. Supporting Affiliates. Open to those persons or entities that do not qualify to be a Licensee Member, but share common interests with and desire to support and promote the purposes of this Association and wish to share in its activities. Each Supporting Affiliate shall designate one individual as its Representative. Supporting Affiliates are not Members and do not have voting rights. Therefore, the Representative of a Supporting Affiliate shall not have the power to vote on matters pertaining to the Association but will serve as the Supporting Affiliate's contact. The Board of Directors may from time to time establish or revise by resolution policies governing Supporting Affiliates, including those pertaining to their acceptance, suspension, and removal.

3.02. Privileges of Membership.

3.02.a. Voting Rights. Unless otherwise hereinafter provided, each Licensee Member of this Association shall be entitled to one vote with respect to each matter submitted to a vote of the full voting membership of this Association.

3.02.b. Elective Office. Only Associates of a Licensee Member shall be eligible to serve as an officer in this Association.

3.02.c. Meetings. All Associates of Licensee Members shall be entitled to attend the Annual Membership Meeting and/or special membership meetings.

3.02.d. Services. All Members, their Associates, Supporting Affiliates and their Associates shall be entitled to avail themselves of services as delineated by the Board of Directors.

3.03. Dues. The Board of Directors may create various levels of dues within each membership class or Supporting Affiliate class. The Board of Directors shall establish the annual dues and benefits for each level of membership.

3.04. Suspension, Cancellation, and Expulsion.

3.04.a. Membership Suspension and Cancellation. Any Member's privileges in the Association may be suspended upon failure of the Member to pay any applicable dues or assessments to the Association within a period of sixty (60) days following the due date on which such dues or assessments become payable. The Association will provide written notice to the Member of the amount of the delinquency. Unless all delinquencies in the account are cured within thirty (30) days of receipt of such notice, membership in the Association may be cancelled. The Board of Directors, or its designee, for reasons that in its opinion justify special consideration, may defer any cancellation for such time as it deems warranted.

3.04.b. Member Suspension or Expulsion. Any Member may be suspended or expelled upon the vote of at least two-thirds (2/3) of the Board of Directors present at a Board meeting, if such Member has violated any provision of the Bylaws or has refused, or neglected to comply with, any resolution of the Association or the Board of Directors. Any Member who is expelled shall forfeit the right to participate in Association affairs and shall forfeit any interest in or title to the property of the Association.

3.05. Definition of Associate. Associates are individuals employed by, contracted to or otherwise serving a particular Member or Supporting Affiliate.

ARTICLE IV. ANNUAL MEMBERSHIP MEETING AND NOTICE

Section 4.01. Annual Membership Meeting. An Annual Membership Meeting shall be held at a time and place fixed by the Board of Directors. All Annual Membership Meetings shall be general meetings, open to Members and their Associates, and shall be open for the transaction of any business proper for consideration by Members of the Association.

Section 4.02. Notice. The Secretary, or his/her designee, shall communicate written notice of the Annual Membership Meeting to the Members, not less than thirty (30) nor more than sixty (60) calendar days prior to such meeting.

Section 4.03. Quorum. A quorum for any meeting of the Members shall be the greater of: one-tenth of the Members or the minimum participation required by the Virginia Nonstock Corporation Act.

ARTICLE V. BOARD OF DIRECTORS

Section 5.01. General Powers.

5.01.a. The business and affairs of the Association shall be managed by, or under the direction of, its Board of Directors.

5.01.b. The Board of Directors shall, subject to the provisions of these Bylaws, determine and make decisions concerning the application of requirements for eligibility in the Association; discipline and expel Members for improper conduct, violation of rules or nonpayment of dues or indebtedness to the Association; and in general, exercise all power and rights necessary or pertaining to the proper administration of the Association, except as such powers are reserved as stated within these Bylaws.

Section 5.02. Number, Nomination, Eligibility, and Election.

5.02.a. Number. The Board of Directors shall consist of not less than five (5) nor more than twenty-one (21) Directors. Except for such brief periods as may be occasioned by Director resignations or removals, a minimum of 75 percent of Directors shall be Associates of Licensee Members.

5.02.b. Nomination. The Board of Directors shall appoint a Nominating Committee not less than 180 days prior to the Annual Membership Meeting. The Nominating Committee will seek input from the Board of Directors, the general membership, and the broader community (such as educators and other professionals) and then propose a diverse and balanced slate of candidates as described in Section 5.04. After reviewing qualifications, eligibility, and board composition factors, the Nominating Committee shall submit the slate to the Board of Directors no later than 120 days prior to the Annual Membership Meeting for their review and approval. Once approved, the slate shall be posted on the NEBSA website not less than ninety (90) days before the Annual Membership Meeting for a vote.

Nominations for the office of Director may be made in writing by any Associate of a Licensee Member. Such nominations must be seconded by another Associate and submitted to the Nominating Committee not less than 150 days prior to the Annual Membership Meeting. If such nominees are not included in the slate endorsed by the Board of Directors, the nominee will still be placed on the ballot as one submitted by the general membership if so desired by the nominee.

All nominees shall provide a photograph, biography, and contact information in time for inclusion on the NEBSA website.

5.02.c. Eligibility. Each Director must be an Associate of a Licensee Member or a qualified professional or member of the academic community.

5.02.d. Election. Advance voting may be conducted online and shall be completed no less than sixty (60) days prior to the Annual Membership Meeting. Directors shall be elected by a plurality of the votes cast by Voting Representatives. Provisional winners shall be announced on the NEBSA website and the provisional winners presented for ratification at the Annual Membership Meeting. If a provisional winner is not ratified at the Annual Membership meeting, then an election for that seat shall be held at the Annual Membership Meeting.

5.02.e. Controls. As each Licensee Member is entitled to cast one and only one ballot, controls shall be put in place to ensure that only one ballot is submitted by each Voting Representative.

Section 5.03. Term. Except in the filling of a vacancy, or as otherwise provided in the Bylaws, the term of office of a Director shall be three (3) years, with terms staggered so as to have approximately one third (1/3) of the terms ending each year at the beginning of the Board Meeting held in conjunction with the Annual Membership Meeting. Directors' terms begin at the beginning of the Board meeting held in conjunction with the Annual Membership Meeting. Directors may succeed themselves. Directors may continue to serve until an election replaces them.

Section 5.04. Composition. Director nominations submitted by the Nominating Committee shall have balance, diversity, and represent many sectors of the EBS community. Factors to be considered shall include, but not be limited to, spreading the representation among K-12 and higher education institutions, public and private organizations, local and national organizations, large and small/medium sized organizations, and from various parts of the country. The Board of Directors shall follow the same guidelines in their review and final approval of a slate to be presented to the general membership for a vote.

Section 5.05 Resignation, Removal, and Vacancies

5.05.a. Resignation. Any Director may resign at any time by giving written notice of his/her intention to do so to the Board of Directors, to the Board Chair, or to the Secretary of the Association. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation by the Board of

Directors shall not be necessary to make it effective. A Director will resign if they are no longer eligible for the position.

5.05.b. Removal. A Director may be removed from the Board at any meeting of the Members, where the removal is an agenda item, or at a special meeting called for such purpose, with or without cause, upon an affirmative vote of the greater of: at least two-thirds (2/3) of the Members' Voting Representatives voting at such meeting. The Director subject to removal shall have the right to present reasons as to why he/she should not be removed prior to the taking of the vote. Specific criteria for removal of a Director shall include, but not be limited to, unexcused non-attendance at meetings, conduct contrary to the purposes of the Association, and if the Director no longer meets the eligibility requirements for the position.

5.05.c. Vacancies. A vacancy in the Board of Directors may be filled by appointment by the Board of Directors for a specified term that expires at the next Member's meeting at which Directors are elected.

Section 5.06. Board Meetings

5.06.a Number of Meetings per Year. The normal schedule for Board of Directors meetings shall be quarterly and the Board shall meet at least twice per calendar year.

5.06.b. Annual Meeting. The Annual Board Meeting shall coincide with the Annual Conference and/or Annual Membership Meeting. If, in a given calendar year, no Annual Conference or Annual Membership Meeting is held, the Annual Board Meeting shall be held on such date as the Board of Directors shall by resolution name.

5.06.c. Regular Meetings. Regular meetings of the Board may be held on such dates, at such times, and at such places as may be designated from time to time by the Board.

5.06.d. Other Meetings. Other meetings of the Board of Directors shall be held at times and places fixed by resolution of the Board of Directors or upon call of the Board Chair, the Executive Committee, or of a majority of the members of the Board.

5.06.e. Notice. Notice of any meetings not held at a time fixed by resolution of the Board shall be given to each Director at least three (3) days prior to the meeting date if by email and seven (7) days prior to the meeting date if by U.S. mail. Waiver of these notice provision may be made by a two-thirds written vote of the Board by email. A Director may waive any notice required by the Virginia Nonstock Corporation Act, the Articles of Incorporation, or Bylaws before or after the date and time

stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as otherwise provided below, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him/her of the meeting unless the Director at the beginning of the meeting, or promptly upon his/her 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.

5.06.f. Participation. Members of the Board of Directors may participate in a meeting of the Board by audio or video conference call, if the facilities are available, or by other similar communication devices by which all persons participating in the meeting can hear each other at the same time.

5.06.g. Attendance. Members of the Board of Directors are expected to attend most Board meetings.

5.06.h. Quorum. A simple majority of those Directors in office at the time of a given meeting shall constitute a quorum.

5.06.i. Voting. All Directors shall have equal voting powers of one vote per Director.

5.06.j. Rules. Roberts Rules of Order shall govern all meetings of the Board of Directors governed by these Bylaws.

Section 5.07. Compensation. Board of Directors members shall receive no compensation for their services in that capacity.

ARTICLE VI. OFFICERS

Section 6.01. Designation. The principal elected officers of the Association shall be Associates of Licensee Members who serve on the Board of Directors. There shall be a Board Chair, a Board Vice-Chair, a Secretary, and a Treasurer.

6.01.a. The Board Chair. The Board Chair shall be charged with the general control and management of the business of the Association, subject to the direction provided by resolutions passed by the Board of Directors, including such additional duties as the Board of Directors may direct or prescribe from time to time. Subject to any limits established by the Board of Directors, the Board Chair shall have the authority to sign and countersign, execute, and deliver, in the name of this Association, any deeds, contracts, agreements, checks, instruments and obligations of the Association and such signatures shall be binding on the Association. The

Board Chair shall chair meetings of the Board and meetings of the Executive Committee.

6.01.b. The Board Vice-Chair. The Board Vice-Chair shall assume the duties of the Board Chair in the event the Board Chair is unwilling or unable to perform those functions and all other duties assigned by the Board of Directors.

6.01.c. The Secretary. The Secretary, in general, shall perform all duties normally incident to the Office of Secretary and all other duties assigned to him/her by the Board of Directors or the Executive Committee. The Secretary shall maintain correct and complete minutes of Membership and Board meetings. In the event of his/her absence from any meeting the presiding officer may appoint a Secretary of the meeting. The Secretary shall cause to be published all required notices. The Secretary shall assure that all reports, statements, certificates, and other records required by law to be filed in the Office of the State Corporation Commission of Virginia or other office in that state shall be properly executed and filed.

6.01.d. The Treasurer. The Treasurer shall ensure the accurate maintenance and sound management of organizational finances, financial records, and other fiscal matters.

Section 6.02. Election and Term of Office. The Board of Directors shall elect all principal officers by a vote of a majority of the Directors attending the Annual Board Meeting. Elected officers shall assume office at the close of the Annual Board Meeting at which elected, and shall hold office until the close of the next Annual Board Meeting, or until the death or resignation of such officer, or until he/she shall have been removed from office in the manner provided in these Bylaws. Officers may succeed themselves.

Section 6.03. Resignation. Any officer may resign at any time by giving written notice of his/her intention to do so to the Board of Directors, to the Board Chair, or to the Secretary of the Association. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.04. Removal. Any principal elected officer may be removed from office, with or without cause, at any time. Specific criteria for removal of officers shall include, but not be limited to, unexcused non-attendance at meetings and conduct contrary to the purposes of the organization.

Section 6.05. Vacancies. The Board of Directors shall elect a qualified member of the Board of Directors to fill an unexpired term of an officer of the Association.

Section 6.06. Other Officers. The Board of Directors may elect such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as may be provided in these Bylaws or as the Board of Directors may direct.

Section 6.07. Subordinate Officers or Agents. The Board of Directors by resolution may appoint and remove any such subordinate officers or agents as may become necessary or desirable.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 7.01. General Powers. The Executive Committee, when the Board of Directors is not in session, may exercise all the powers of the Board except the Executive Committee may not approve or recommend to members action that these Bylaws require to be approved by Board members; fill vacancies on the Board or on any of its committees; amend the Articles of Incorporation; adopt, amend, or repeal the Bylaws; or approve a plan of merger not requiring member approval; or amend or repeal a resolution passed by the Board of Directors. They may authorize the seal of the Association to be affixed as required.

Section 7.02. Composition. The Executive Committee shall comprise the Board Chair, the Board Vice-Chair, the Secretary, the Treasurer, and one Board member elected by the Board of Directors. The Board Chair shall also Chair the Executive Committee.

Section 7.03. Specific Duties. Specific duties of the Executive Committee shall include:

- To oversee the business and affairs of the Association between Board Meetings.
- To propose candidates to the Board:
 1. For election of the principal elected officers of the Board.
 2. For election of an “at large” Board member to the Executive Committee; provided, however, that one or more other candidates for this position may be nominated by any Board member.
- To propose an annual budget to be presented to the Board for approval or amendment.
- To select individuals/companies/institutions for special title or other recognition by the Association for extraordinary service to the Association or to the EBS industry.

The Executive Committee may appoint sub and/or special committees, and/or designees, if needed or desired to help it accomplish these duties.

Section 7.04. Term of Office. Members of the Executive Committee shall assume their duties at the close of the Annual Meeting at which they are elected and shall serve a one year term, unless prior thereto they shall resign or be removed from office in accordance with these Bylaws.

Section 7.05. Organization and Meetings. Subject to the limits and requirements of these Bylaws, the Executive Committee may make rules for the holding and conduct of its meetings, the notice thereof required, and the keeping of its records.

Section 7.06. Quorum. A majority of the members of the Executive Committee elected and serving at the time of any meeting shall constitute a quorum.

ARTICLE VIII. OTHER COMMITTEES

Section 8.01. Subordinate or Appointive Committees. The Board of Directors or the Executive Committee may from time to time establish such committees, as may be necessary or desirable to the conduct of Association business. The Board or Executive Committee shall provide for the appointment or election of a chair and the membership of such committees and also establish policies and procedures governing their functioning. Each such committee shall appoint from its own membership a person to act as Secretary, and shall maintain, as may be desirable or necessary, a record of all its acts and proceedings. The chair of each such committee shall be responsible to the Executive Committee to see that the general powers and authorities delegated to that committee shall function within policies and procedures established by the Board of Directors and these Bylaws.

ARTICLE IX. MISCELLANEOUS

Section 9.01. Seal. The seal of the Association shall be a flat-faced circular die (of which there may be any number of counterparts) with the word "SEAL," and the name of the Association engraved thereon.

Section 9.02. Fiscal Year. The fiscal year of the Association shall end on December 31 in each year.

Section 9.03. Bylaws Amendment. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted in whole or in part, by the affirmative vote of a majority of the Directors elected and serving, at the Annual Meeting of the Board of Directors, or at any meeting of the Board of Directors, provided that notice of intention to do so is given in the call and notice of all such meetings.

Section 9.04. Notice. Whenever a notice of a meeting of Directors, report, or recommendation is to be given or made pursuant to these Bylaws, electronic mail, addressed to the recipient at his/her e-mail address as it appears on the records of

the Association shall be construed as complying with such requirement. Notice by electronic transmission for other purposes is allowed only if consented to by the recipient, and, if not so consented, shall be delivered in writing.

Section 9.05. Insurance. The Association will purchase and maintain liability insurance, at its expense, to protect itself and any person who is or was serving as a Director or officer of the Association.