

**SpaceReturn///// The California Space Cluster By-Laws****DRAFT BYLAWS FOR****SPACERETURN/////™ THE CALIFORNIA SPACE CLUSTER**

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**ARTICLE I: NAME AND PURPOSE**

1. **Name:** The name of this organization shall be **SpaceReturn/////™ The California Space Cluster** (hereafter referred to as "the Cluster").
  2. **Purpose:** The Cluster is a collaborative ecosystem designed to:
    - Foster regional economic development through innovation in advanced manufacturing, aerospace, and space-related technologies.
    - Facilitate partnerships between industry, government agencies, and academia to drive innovation, research, and workforce development.
    - Position members for global opportunities, government contracts, grants, and collaborative projects.
    - Advance critical capabilities in aerospace, defense, photonics, AI, robotics, materials science, and bioengineering technologies.
    - Support initiatives focused on safeguarding Earth from near-Earth objects, solar disruptions, and other existential risks.
    - Ensure compliance with all applicable federal, state, and international laws and regulations, including **ITAR, EAR, CMMC 2.0, NIST SP 800-171, AS9100**, and other standards required by the DoD, NASA, and defense contractors like Raytheon.
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**ARTICLE II: MEMBERSHIP**

1. **Eligibility:** Membership is open to businesses, academic institutions, research organizations, and government partners involved in space technology, aerospace, and advanced manufacturing.

**SpaceReturn///// The California Space Cluster By-Laws****2. Categories of Membership:**

a. **Trailblazer:** Actively engaged in SpaceReturn///// initiatives, handling projects involving sensitive data and advanced manufacturing.

- **Compliance:** Adherence to CMMC 2.0, AS9100, and all applicable standards is mandatory.

b. **Pathfinder:** Advocacy-focused members or sponsors supporting the mission of the Cluster without engaging in compliance-heavy activities.

- **Compliance:** Not required to meet CMMC 2.0 standards.

c. **Stargazer:** Enthusiasts and organizations participating in non-sensitive community, educational, and outreach activities.

- **Compliance:** No compliance requirements, as engagement is limited to non-sensitive activities.

**3. Membership Rights and Responsibilities:**

- Members are expected to actively participate in meetings, projects, and initiatives aligned with their selected membership role.
- Members retain full independence and intellectual property ownership unless otherwise agreed upon in specific collaborative agreements.
- Members must comply with all applicable laws, regulations, and bylaws specific to their roles within the Cluster.

4. **Voting Rights:** Each Trailblazer and Pathfinder member organization shall have one (1) vote on matters requiring a vote.

5. **Admission:** Members shall be admitted through a formal application and approval process determined by the Steering Committee.

6. **Termination:** Membership may be revoked for failure to meet obligations, conduct inconsistent with the purpose of the Cluster, or violation of applicable laws or regulations. Termination requires a two-thirds (2/3) vote of the Steering Committee.

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**ARTICLE III: GOVERNANCE****1. Steering Committee:**

a. The Steering Committee shall provide strategic direction and oversight for the Cluster.

b. **Composition:** The Steering Committee shall consist of:

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- Up to five (5) Founding Member representatives.
- Up to four (4) elected representatives from General Members.
- One (1) Affiliate Member representative (non-voting).

**c. Responsibilities:**

- Establish Cluster priorities, projects, and strategic goals.
- Approve budgets, membership applications, and bylaws amendments.
- Oversee major initiatives, grants, and collaborative opportunities.
- Monitor compliance with all applicable regulations and agreements, including cybersecurity frameworks such as **CMMC 2.0** and **NIST SP 800-171**.

d. **Subcommittees:** The Steering Committee may establish subcommittees, such as:

- Compliance Subcommittee (CMMC 2.0, ITAR, EAR, AS9100).
- Advocacy Subcommittee (Policy, regional partnerships).
- Research & Development Subcommittee (Innovation, education, outreach).

**2. Officers:**

- **Director:** Provides leadership and serves as the main spokesperson for the Cluster.
- **Deputy Director:** Assists the Director and serves as acting Director in their absence.
- **Secretary:** Responsible for maintaining records, meeting minutes, and communications.
- **Treasurer:** Manages finances, including budgeting and reporting.

**3. Meetings:**

- The Steering Committee shall meet quarterly to review progress and make decisions.
- General membership meetings shall occur at least twice per year.
- Special meetings may be called by the Director or a majority of the Steering Committee.

4. **Quorum:** A quorum for decision-making shall consist of at least 50% of voting members of the Steering Committee.

5. **Conflict of Interest:** Members must disclose any potential conflicts of interest and abstain from votes where conflicts exist.

**SpaceReturn///// The California Space Cluster By-Laws****ARTICLE IV: OPERATIONS AND ACTIVITIES****1. Programs and Pathways:**

- **SpaceReturn///// Hub:** Advanced manufacturing, space exploration, and compliance initiatives.
- **SpaceReturn///// Trade Association:** Advocacy, networking, and policy leadership.
- **SpaceReturn///// Academy:** Education, STEM development, and compliance training.
- **SpaceReturn///// The Space Club:** Outreach and engagement for the community.

**2. Intellectual Property (IP):**

- IP ownership remains with the contributing member(s) unless a separate collaboration agreement specifies shared ownership.
- Members must respect confidentiality agreements, and shared IP development will be governed by specific agreements.

**3. Funding:**

- Funding may be secured through membership dues, grants, sponsorships, and initiatives.

**4. Compliance:**

- Members are expected to comply with applicable U.S. federal laws and regulations, including **ITAR**, **EAR**, **CMMC 2.0**, **NIST SP 800-171**, and **AS9100** standards.
- Compliance with specific **DoD**, **NASA**, and defense contractor requirements is mandatory for members engaged in sensitive government contracts.
- Compliance audits, including cybersecurity readiness assessments aligned with **CMMC 2.0** standards, may be conducted annually or as required.

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**ARTICLE V: LIABILITY AND LEGAL DISCLAIMERS****1. Limited Liability:**

- The Cluster and its officers shall not be held liable for the actions or obligations of individual members.

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- Members participate in Cluster activities at their own risk and agree to indemnify the Cluster and its representatives against any claims arising from their actions.
2. **No Joint Liability:** Membership does not create joint liability among members. Members remain independent organizations responsible for their own legal, financial, and operational obligations.
  3. **Legal Compliance:**
    - All Cluster activities shall comply with federal, state, and local laws and regulations, including California and Ventura County requirements.
  4. **Dispute Resolution:**
    - Any disputes arising under these bylaws or related agreements shall be resolved through **mediation**. If unresolved, disputes will proceed to binding arbitration in accordance with **American Arbitration Association** rules.
    - Jurisdiction shall reside in the state of California.
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**ARTICLE VI: AMENDMENTS**

1. These Bylaws may be amended by a two-thirds (2/3) vote of the Steering Committee during any regular or special meeting, provided that written notice of the proposed amendment has been shared at least 15 days in advance.
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**ARTICLE VII: DISSOLUTION**

1. Upon dissolution, the Cluster's remaining assets shall be distributed to nonprofit organizations or institutions aligned with the Cluster's purpose, as determined by the Steering Committee.
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**Certification:**

These Bylaws were adopted on **[Date]** (Draft v1.0, December 2024) by the Steering Committee of SpaceReturn/////™.

**Signatures:**

**SpaceReturn///// The California Space Cluster By-Laws**

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Director: Diego Padilla

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Deputy Director: TBD

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Secretary: Theresa Padilla-Chaparro

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Treasurer: Adam Libarkin

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