

BYLAWS
of the
OPTICS and ELECTRO-OPTICS STANDARDS COUNCIL
Revised January 21, 2007

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ARTICLE I - Name

Section 1. The name of the organization shall be the Optics and Electro-Optics Standards Council (OEOSC).

ARTICLE II - Objectives

Section 1. The objectives of the Council shall be:

(a) To provide a unified, coherent voice for the U.S. optics and electro-optics industry in establishing, maintaining and advancing U.S. and international optics and electro-optics standards.

(b) To facilitate the development of U.S. standards as administered by the ANSI "OP" Committee and by TC172 of ISO for the benefit of the U.S. optics and electro-optics industry.

ARTICLE III - Membership

Section 1. Within the Council, there shall be the following membership classifications: Corporate, Trade Association, Professional Society, Corporate Employee and Academic/Consultant.

Section 2. Corporate membership in the Council is available to any U.S. company that is engaged in the optics or electro-optics industry and pays scheduled yearly dues. The designated representative of the Corporation will have full voting rights in all organization actions.

Section 3. Trade Association membership in the Council is available to any U.S. based trade association that is involved in optical and/or electro-optical technologies and pays scheduled yearly dues. The designated representative of the Trade Association will have full voting rights in all organization actions.

Section 4. Professional Society membership in the Council is available to any U.S. based professional society that is involved in optical and/or electro-optical technologies and pays scheduled yearly dues. The designated representative of the Professional Society will have full voting rights in all organization actions.

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Section 5. Corporate Employee membership in the Council is available to any individual employed by a U.S. company that is engaged in the optics and/or electro-optics industry and pays scheduled yearly dues. Corporate Employee members will have no voting rights in organization actions but will be invited to attend all business meetings, and be included in all mailings and information provided by the organization.

Section 6. Academic/Consultant membership in the Council is available to any U.S. academic/consultant involved in optics and/or electro-optics that pays scheduled yearly dues. Academic/Consultant members will have no voting rights in organization actions but will be invited to attend all business meetings, and be included in all mailings and information provided by the organization.

Section 7. Each Corporate, Trade Association and Professional Society member shall have a designated voting representative and designated alternate.

Section 8. Applications for membership shall be made to the Chairman in writing. Only upon action of the Chairman, and payment of dues, shall a candidate be admitted to membership. Decisions may be appealed to the Board of Directors.

Section 9. Termination of Membership:

(a) Any member in good standing may resign from the OEOSC by submitting a written resignation to the Chairman. Such resignation shall be effective as of the date received.

(b) The Board of Directors may recommend, in writing to the membership, that any member be expelled from the Council for conduct contrary to the objectives of the organization.

After having given the member an opportunity to be heard in his/her own defense at the next business meeting following such recommendation to the membership, the membership shall vote on the question of whether the member shall be expelled. A two-thirds affirmative vote by those present shall be necessary to expel a member.

(c) Any member who resigns or is expelled shall forfeit any and all rights and privileges in the affairs and/or property of

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the organization including dues paid.

ARTICLE IV – Dues

Section 1. Membership dues shall be at rates established by majority vote of the Board of Directors. For the purpose of dues, the fiscal year shall begin on January 1.

Section 2. The Board of Directors may expel members for failure to pay dues within sixty (60) days of the beginning of the fiscal year.

ARTICLE V – Meetings

Section 1. One meeting each year shall be designated as the Annual Meeting; it shall take place sometime during the first five months of the calendar year.

Section 2. Meetings shall be held at such time and place as determined by the Chairman. At least thirty (30) days notice shall be given to members prior to each business meeting.

Section 3. Five (5) voting members may call a meeting of the Council. At least (30) days notice shall be given to the membership.

ARTICLE VI – Officers and Duties

Section 1. Officers of the Council shall be elected from all members in good standing.

1 There shall be a Chairman, a Chairman-Elect, a Treasurer, and a Secretary.

Section 2. The elected officers shall take office at the close of the Annual Meeting and shall hold office for a two (2) year term or until their successors are elected and installed.

Section 3. The Chairman shall be the chief elected official of the organization and will preside at all membership business and Board of Director meetings. The Chairman shall not vote unless a tie exists. The Chairman shall appoint a suitable person, with approval of the Board, who will receive and deposit all moneys sent to the organization. This person shall be bonded.

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Section 4. The Chairman-Elect shall carry out the duties of the office of Chairman in the absence of the Chairman. The Chairman-Elect shall assume the office of Chairman at the expiration of the term of the incumbent.

Section 5. The Treasurer shall be bonded and responsible for receiving all bills and the disbursement off all funds of the organization. He/she shall submit an annual budget as stated in Article XII, Section 2. Status reports shall be presented at each business meeting of the organization. With the exception of Board approved budget items, all checks for amounts over \$500.00 shall be signed by the Treasurer and the Chairman or Chairman-Elect. All bills out of the norm shall be voted on, prior to payment, by the Board of Directors.

Section 6. The Secretary shall be bonded and responsible for maintaining minutes, membership lists and providing notices of elections, meetings and the duties stated in these Bylaws.

Section 7. Any vacancy occurring through resignation or inability of any officer to serve shall be filled by the Chairman with concurrence of a majority of the Board of Directors; except that in the case of the Chairman, the successor shall be the Chairman-Elect.

ARTICLE VII – Board of Directors

Section 1. The governing body of the Council shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Council, its committees and publications; shall determine its policies or changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to individual members of the Board of Directors.

Section 2. The Board of Directors shall consist of the Chairman, Chairman-Elect, Treasurer, Secretary, the immediate Past Chairman, who shall automatically serve as a director for two years following his/her term as Chairman, and three (3) elected Directors. The Executive Director and TAG Administrator shall be nonvoting ex

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officio members.

Section 3. The elected directors shall take office at the close of the Annual Meeting and shall hold office for a two year term or until their successors are elected and installed.

Section 4. The membership shall elect the three (3) directors from all members in good standing. Each Director may be appointed as Chair of a committee by the Chairman.

Section 5. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. The usual preliminary rules as laid down in "Robert's Rules of Order Revised" shall govern all deliberation when not in conflict with these bylaws.

Section 7. Meetings of the Board of Directors shall be called by the Chairman with adequate notice of such meetings to each officer and director. The Chairman shall, at the written request of three (3) members of the Board of Directors, issue a call for a special meeting of the Board of Directors.

Section 8. Officers and directors have voting privileges. The type of membership of the person filling the position does not restrict his or her right to vote.

Section 9. The Board of Directors may vote by U.S. mail or e-mail ballot. A majority of the entire Board of Directors must vote in favor of the issue presented in order for it to be approved.

Section 10. Any vacancy occurring on the Board of Directors between Annual Meetings shall be filled as stated in Article VI, Section 7. In the event the vacant position was not held by an officer of OEOSC, the Director so appointed to fill the vacancy shall serve only until the next Annual Meeting of the organization; at which time, the members shall elect a Director to serve the unexpired term remaining.

Section 11. The Board of Directors may, at its discretion, by a vote of two-thirds of its members, remove any officer or director.

Section 12. The organization will indemnify any officer or

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director against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of having been an officer or director of the organization, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

ARTICLE VIII – Staff and General Counsel

Section 1. The Board of Directors is empowered to retain such staff and legal counsel as may be necessary to carry out the function of the organization.

Section 2. An Executive Director shall be appointed by the Chairman and shall assume such duties as assigned by the Chairman or the Board of Directors.

Section 3. The General Counsel of the organization shall attend to, and act on behalf of the organization in all matters requiring legal services.

Section 4. The Executive Director and his/her assistant shall receive a fee, the amount to be determined annually by the membership. The General Counsel and Auditor will submit a bill for services rendered as necessary. Fees for other individuals will be decided on a case-by-case basis by the Board of Directors and voted on by the membership.

ARTICLE IX – Voting

Section 1. Elections: Election of the officers and directors of the organization shall be by written ballot pursuant to the procedures established in Article X.

Section 2. Voting:

(a) Every Corporate, Trade Association and Professional Society designated representative shall be entitled to cast one (1) vote in any matter voted on by the membership or in any election of an officer or director.

(b) Unless otherwise provided, any matter may be submitted

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to the membership by the Chairman or the Board of Directors for a vote at any business meeting or by thirty (30) day U.S. mail ballot in lieu of a meeting.

(c) Unless otherwise provided, any election or other matter voted on by the membership shall be decided by a simple majority of the votes cast.

(d) In the event of a tie on any issue other than elections, the Chairman will cast the deciding vote.

Section 3. Quorum: Unless otherwise provided, fifty-one (51) percent of voting members shall constitute a quorum of members.

Section 4. Proxy Voting: ~~There shall be no proxy voting. Officers and Directors may submit a proxy to the Executive Director at least seven days before a meeting to authorize the Chairman to cast any vote at a Board meeting on behalf of the person submitting the proxy. The proxy will be counted toward the meeting quorum.~~

ARTICLE X – Nominating Committee

Section 1. At the first Board of Directors meeting after the Annual Meeting, the Chairman, with the approval of the Board of Directors, shall name a Nominating Committee consisting of three (3) members. One (1) shall be an officer, one (1) a director, and one (1) from the Corporate, Trade Association and Professional Society membership. The Director shall act as Chair.

Section 2. Written ballot election procedures:

(a) At least ninety (90) days prior to the Annual Meeting of the organization, the Nominating Committee shall present to the membership a report consisting of nominations of one or more candidates for each office and directorship to be filled. The report shall include an outline of procedures to be followed for additional nominations.

(b) Additional nominations for any office or directorship shall be made by written petition addressed to the Nominating Committee Chairman. Such petitions must be received by the Nominating Committee Chairman at least sixty (60) days prior to the Annual Meeting.

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(c) At the close of the nomination period, the Nominating Committee Chairman shall report the nominations to the Chairman and the Board of Directors.

1. If there is only one nominee for any office or directorship, the Chairman shall direct the Secretary to cast a unanimous ballot for said officer or director.

2. If there is more than one nominee for any office or directorship, the Secretary shall submit a written ballot to the membership, listing all candidates for each office and directorship. Said ballot shall be submitted to the membership at least forty-five (45) days prior to the Annual Meeting.

3. Completed written ballots must be received by the Secretary at least twenty-one (21) days prior to the Annual Meeting to be valid and shall provide notice of said requirement.

4. In the event of a tie in any election, the Board of Directors shall elect, by a simple majority vote, one of the candidates involved to fill the office or directorship in question. In the event of a tie of the Board of Directors, the Chairman will cast the deciding vote.

ARTICLE XI – Committees

Section 1. The Chairman shall establish such committees, subcommittees or task forces as are necessary.

Section 2. An elected director may be appointed to chair a committee by the Chairman. The Past Chairman Director shall act as a "floating" committee member and assist where needed.

ARTICLE XII – Financing

Section 1. The fiscal year of the organization shall begin on January 1.

Section 2. The Treasurer shall submit to the Board of Directors an annual budget which must be adopted by the membership in advance of the next fiscal year of the organization and include the budgets of the Executive Director and TAG Administrator.

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Section 3. The Treasurer shall furnish to the membership, at the Annual Meeting following the end of each fiscal year (Dec 31), a financial report for the fiscal year just ended.

Section 4. The accounts of the organization shall be audited, not less than once a year, by a certified public accountant. The certified public accountant shall be appointed by the Chairman with the approval of the Board of Directors, and shall provide a written report including a certified audit to the Board of Directors. The results of the audit shall be reported to the membership at the Annual Meeting.

ARTICLE XIII – Dissolution

In the event of the dissolution or final liquidation of the Council, its remaining net assets shall be distributed to such nonprofit corporations or associations as are exempt from Federal Income Tax under section 501 (c) of the Internal Revenue Code as the Board of Directors in the exercise of its discretion may determine and no part of such net assets may inure to the benefit of any individual member or person.

ARTICLE XIV – Amendments

These bylaws may be amended or repealed by two-thirds vote of the voting members present at any Annual Meeting duly called and regularly held, written notice of such proposed changes having been sent to members thirty (30) days prior such meeting; or by a two-thirds vote of voting members by a thirty (30) day mail ballot. Amendments may be proposed by the Board of Directors on its own initiative or upon petition of any five (5) voting members addressed to the Board of Directors. All such proposed amendments shall be presented by the Board of Directors to the membership with or without recommendation.