

**BYLAWS**  
**HUNTSVILLE ELECTRO-OPTICAL SOCIETY**  
**[An Alabama Nonprofit Corporation - Code Section 501(c)(3)]**

**SEPTEMBER 26, 2013**

**ARTICLE I**  
**OBJECTIVE**

The objective of the Huntsville Electro-Optical Society (hereinafter referred to as “HEOS”) shall be to stimulate and to facilitate the knowledge and innovation of optics and photonics, promote the mutual interests of its members, and to encourage free discussions of science and engineering among its members and the public.

**ARTICLE II**  
**MEMBERS**

Section 2.1 Eligibility. Any individual or entity active or interested in various categories of optics and photonics or related sciences, engineering arts, or technical areas shall be eligible for membership as determined by the Board.

Section 2.2 Categories of Membership. There shall be two categories of membership: Voting Members and Nonvoting Members.

Section 2.3 Voting Members. The following members may hold office, serve on a committee, and vote on all matters that are required to be approved by the members.

- (a) Regular Member. Any individual active or interested in various categories of optics and photonics or related sciences, engineering arts, or technical areas shall be eligible for membership.
- (b) Honorary Member. Any individual who has demonstrated eminent actively in various categories of optics and photonics or related sciences, engineering arts, or technical areas shall be eligible for honorary membership. Election to honorary membership shall be by unanimous vote of the Board.

Section 2.5 Nonvoting Members. The Board, at its discretion, may establish various categories of nonvoting members and define the benefits and limitations of such members. The following categories are nonvoting members and may not hold office or serve as a voting member of a committee.

- (a) Corporate Members. Any entity active or interested in various categories of optics and photonics or related sciences, engineering arts, or technical areas shall be

eligible for membership. Corporate memberships shall be assigned one or more individual regular memberships that shall all be categorized as voting members.

- (b) Student Members. Any student engaged in full-time studies, whom has not yet attained their terminal degree.

#### Section 2.8 Meetings of Members.

- (a) Regular Meetings and Special Meetings. A regular meeting of members, known as the Annual Meeting, shall be held each year as the specific time and place designated by the Board. In addition, special meetings of the members or any class thereof may be called as any time, for any lawful purpose, by the Board, the President, the Vice-President, a quorum of the Board, or members holding not less than one-tenth of the voting power of the Society, and shall be held at the specific time and place designed by the Board.
- (b) Notice of Meetings. Written or electronic notice of each meeting at which members are required or permitted to take any action shall be given to all members not more than thirty (30) nor less than ten (10) before the date of the meeting to each member entitled to vote at such meeting. Such notice shall be given either personally or by mail or other electronic means of communication, addressed to the member as given by him/her to the Society for the purpose of notice. A member entitled to vote is a voting member (as described in Article I. Section 2.3) who is current in dues on the first of the month prior to the date of the notice. A notice of a meeting shall specify the place, day and hour of such meeting, the general nature of the matters to be considered, and shall state such other matters, if any, as may be expressly required by law.
- (c) Quorum. Members may vote in person or by proxy. One-tenth of the members in good standing of HEOS represented in person or by proxy shall constitute a quorum for the transaction of business. Except as otherwise provided in the Certificate or these Bylaws, the act of a majority of the members present at a meeting at which there is a quorum shall be the act of the members.
- (d) Procedures. Members may vote only on matters expressly provided in these Bylaws. The procedures governing members' meetings shall be as set forth in the applicable provisions of the Alabama Nonprofit Corporation Law.

**ARTICLE III  
BOARD OF TRUSTEES**

Section 3.1 Management. Pursuant to Section 10A-3-2.08 of the Code of Alabama 1975, the property, business, and affairs of HEOS shall be managed by the board of directors (the "Board"). All directors shall be voting members of HEOS.

Section 3.2 Number of Directors. The number of directors is five (5). The number of directors may be increased or decreased from time to time by amendment to the Bylaws; provided, however, the number of directors constituting the Board shall not be less than three (3). No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director. The directors shall belong to the following categories:

- (a) There shall be two Officer Directors: the President and the Vice President.
- (b) There shall be three Member Directors selected by the Board from the regular or honorary membership.

Section 3.3 Terms of Directors. The Officer Directors will serve terms consistent with the terms of their respective office provided in the Bylaws Article IV Section 4.2. As provided in the Certificate of Formation (the "Certificate"), the three Member Directors shall be divided into three (3) classes equal in number and shall serve staggered terms. The term of office of Class A directors shall expire at the first annual meeting of the Board; the term of office for Class B directors shall expire at the second annual meeting of the Board; and the term of office for Class C directors shall expire at the third annual meeting of the Board. At each annual meeting of the directors following the expiration of such designated initial terms, directors selected to succeed those directors whose terms expire at such annual meeting shall be selected for a term of three (3) years.

Section 3.4 Vacancies. Newly created directorships resulting from any increase in the authorized number of directors or any vacancy in the Board resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by an affirmative vote of a majority of the then serving directors, and the directors so chosen shall hold office until the next annual meeting of directors at which the term of the Class of directors to which they have been selected expires. As provided in the Certificate, any director may be removed at any time during his or her term by a two-thirds vote of the entire Board.

Section 3.5 Advisory Directors. The Board may appoint one or more persons to sit on the Board as advisory members of the Board. Such advisory members shall not have voting rights, management authority, or any other powers of a voting member of the Board of Directors.

Section 3.6 Annual Meeting. The annual meeting of the Board shall be held during the last month of the fiscal year, unless otherwise set by the board. At least ten (10) days before the date of the annual meeting, the Secretary/Treasurer shall give notice to each member of the board in the manner hereinafter provided.

Section 3.7 Regular and Special Meetings. The Board may hold regular meetings at such times and places as it may deem proper. If a list is given to the directors of the time when and the place where all regular meetings in a year will be held, additional notice before each such regular meeting need not be given. Special meetings of the directors may be called by the Chief Executive Officer, President or by a majority of the members of the Board. Notice shall be given to all directors not more than thirty (30) nor less than ten (10) days prior to the date of such special meeting and such notice shall state the time, place, and purpose of such meeting. No business other than that specified in the notice of meeting shall be transacted at such special meeting.

Section 3.8 Meeting by Telephone. Members of the Board or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment the result of which is that all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence at a meeting.

Section 3.9 Quorum. A majority of the number of directors then serving on the Board shall constitute a quorum for the transaction of business. If a quorum is not present, a majority of the directors present at a meeting may adjourn the meeting from time to time without further notice.

Section 3.10 Acts of the Board. Except as otherwise provided in the Certificate or these Bylaws, the act of a majority of the directors present at a meeting at which there is a quorum shall be the act of the Board.

Section 3.11 Notice. Notice of annual, special and regular meetings, if given, may be (i) in writing, (a) delivered personally, (b) delivered by mail, or (c) delivered by facsimile or e-mail transmission, or (ii) may be verbal given either in person or by telephone.

Section 3.12 Waiver of Notice. Whenever any notice is required to be given to any director under the Alabama Nonprofit Corporation Law (the "Nonprofit Law"), the Certificate, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.13 Action without Meeting. Any action permitted to be taken by the directors or committee thereof at a meeting may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the directors or the members of such committee.

Section 3.14 Compensation. The directors shall receive compensation for the services rendered in such capacity in the amounts, if any, as determined by the Board from time to time.

## **ARTICLE IV OFFICERS**

Section 4.1 Officers. The officers of HEOS shall be the Chief Executive Officer, President, Vice President, and Secretary/Treasurer. All officers shall be members of both HEOS and either the Optical Society of America or SPIE (the international society for optics and photonics). All officers shall be elected by the voting members of HEOS with the exception of the Chief Executive Officer. The Chief Executive Officer shall be selected by the Board from the members of the Board. The Board may elect or appoint such other officers as it deems desirable, to have such duties and to exercise such authority as the Board may, from time to time, prescribe. Two or more offices may be held by the same person, except that the same person may not serve as President and as Secretary/Treasurer.

Section 4.2 Term of Office. The officers shall hold office for a term of one (1) year and until his respective successor is chosen and qualified or until his earlier resignation, removal, disqualification, incapacity, or death. Any officer other than President may be re-elected or re-appointed. The Vice President shall advance to the office of President. The President may not serve for two consecutive terms as President, but may serve following the term in another office, including Vice-President. Notwithstanding any other provision of these Bylaws, any officer may be removed at any time, with or without cause, by the Board.

Section 4.3 Vacancy. A vacancy in office may be filled only by the Board.

Section 4.4 Chief Executive Officer. The Chief Executive Officer shall serve as the Executive Director and Chairman of the Board of Directors of HEOS and shall preside at all meetings of the Board. The Chairman shall be selected by the Board from the Member Directors and shall be a member of the Board. The Chief Executive Officer shall exercise general supervision over the property, business, and affairs of HEOS, shall perform such other duties as may be prescribed by these Bylaws or assigned to him by the Board.

Section 4.5 President. The president shall preside at all meetings of the members and shall be a member of all committees. At meetings of the members, the President shall have such powers and perform such duties as may be required from time to time by the Board. The President shall be elected by the members of HEOS at the annual meeting of the members and shall serve a one-year term as Vice President or President Elect before advancing to the office of President. The President shall be a member of the Board.

Section 4.6 Vice President. The Vice President shall in the absence, inability, or disability of the President, perform the duties and exercise the powers of said office, and when so acting shall be subject to all restrictions upon the President. At all other times the Vice President shall perform such other duties and exercise such other powers as the Board may prescribe, or as the President may delegate. The Vice President shall advance to the office of President after his or her one-year term as Vice President. The Vice President, sometimes referred to as the President Elect, shall be elected by the members of HEOS at the annual meeting of the members. The Vice President shall be a member of the Board.

Section 4.7 Secretary/Treasurer. The Secretary/Treasurer shall record the minutes of the meetings of the Board and shall perform such other duties as may be delegated to the

secretary or treasurer by the President or the Board. The Secretary/Treasurer shall have charge of the seal of HEOS and shall have authority to attest documents, contracts, deeds, and other instruments for HEOS. The Secretary/Treasurer shall have charge and custody of the funds, securities, and other like property of HEOS and shall be responsible for the receipt, investment, safeguarding, and disbursement of the funds of HEOS. The Secretary/Treasurer may endorse checks, drafts, and other instruments for the payment of money for deposit or collection by HEOS, and shall deposit the same in such bank or banks as the Board may designate, and the same shall not be withdrawn therefrom except by checks, drafts, or orders to be signed in the manner designated by the Board pursuant to Article VII of these Bylaws. The Secretary/Treasurer shall also have authority to attest documents, contracts, deeds, and other legal documents for HEOS. The Secretary/Treasurer shall be subject to the general direction of the President and the Board. The Secretary/Treasurer shall be elected by the members of HEOS at the annual meeting of the members.

Section 4.8 Committees. The President shall serve as a member of each Committee established under these Bylaws. The Vice President may upon designation by the President serve on any Committee.

## **ARTICLE V COMMITTEES**

Section 5.1 Program Committee. The Program Committee shall be composed of the President and committee members determined by the President. The members of the Program Committee shall be distributed, insofar as possible, among the major scientific laboratories and industries of Huntsville, Alabama. The members of the Program Committee shall be considered "Plant representatives." In addition to assisting the President of the program committee, each plant representative shall, within his plant, solicit new members, publicize the meetings of the society, and otherwise promote the interests of the society.

Section 5.2 Other Committees. The Program Committee shall constitute the only Standing Committee of HEOS. The Board may authorize such other committees as it deems desirable from time to time.

Section 5.3 Terms. Committee members shall be appointed by the President and shall serve for a term of one (1) year or until their successors are appointed. Vacancies in the membership of any committee may be filled by appointments made in the same manner as is provided for original appointments.

Section 5.4 Officers of the Committees. Officers of the Program Committee or any other committee, except as otherwise provided in the resolution of the Board establishing such committee, shall be selected from the members of HEOS at a duly convened meeting. In the event the members of HEOS fail to timely select any such officer, the President may select such officer.

Section 5.5 Quorum. Unless otherwise provided in the resolution of the Board establishing the committee, a majority of the whole committee shall constitute a quorum.

Section 5.6 Procedures. Each committee may adopt rules for its own governance not inconsistent with the Certificate, these Bylaws, or the rules adopted by the Board.

## **ARTICLE VI ADVISORY COUNCIL**

Advisory committees may be appointed by the President for investigation, study, and recommendation within particular areas of concern to the President, and shall report out to the President at their completion. An advisory committee shall be dissolved upon the completion of its duties or upon the expiration of the term of the President who appointed it, whichever comes first.

## **ARTICLE VII CONTRACTS AND BANKING**

Section 7.1 Contracts on behalf of HEOS shall be executed in such manner as shall be provided for by resolution of the Board.

Section 7.2 All checks, drafts and orders for the payment of money, and all notes shall be signed by those persons so authorized and designated by resolution of the Board.

## **ARTICLE VIII BOOKS AND RECORDS**

HEOS shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its board and committees having any of the authority of the board. HEOS shall keep at its principal office in Alabama a record of the names and addresses of its directors and officers. All books and records of HEOS may be inspected by any director or officer, or his or her agent of attorney, for any proper purpose at any reasonable time.

## **ARTICLE IX PRINCIPAL PLACE OF BUSINESS**

The principal place of business of HEOS shall be in Madison County, Alabama, or at such other place or places as may be designated from time to time by the Board.

**ARTICLE X  
ACCOUNTING AND AUDITING**

Section 10.1 Fiscal Year. The fiscal year shall begin on January 1 and shall end on December 31, but may be changed by resolution of the Board.

Section 10.2 Audits. The Board may, in its discretion, employ a certified public accountant to audit the books of HEOS for each fiscal year and publish certified reports on such audits.

Section 10.3 Document Retention. HEOS shall at all times keep at its principal office a copy of its federal tax exemption application, its determination letter, and, for a period of three years from the date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Internal Revenue Code of 1986, as amended (the "Code").

**ARTICLE XI  
INVESTMENTS**

HEOS shall have the right to retain all or any part of any securities or property acquired by it in any manner whatsoever, and to invest and reinvest any funds held by it, according to the judgment of the Board without regard to restrictions which a director is or may be permitted to impose on a class of investments; provided, however, that no action shall be taken by or on behalf of HEOS if such action is a prohibited transaction or would result in the denial or loss of status as a tax exempt organization under the provisions of Code Section 501(c)(3), or the corresponding provisions of any subsequent federal tax law, and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE XII  
AMENDMENTS**

These Bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the directors then in office at any meeting at which a quorum is present and which is duly convened after notice of such purpose.

**ARTICLE XIII  
IMMUNITIES AND INDEMNIFICATION**

Section 13.1 Immunity. Notwithstanding any other language or provision of these Bylaws, the members of the Board and the officers of HEOS shall receive the full benefit of the immunity provided by, or permissible under the laws of the State of Alabama, including, without limitation, by the Volunteer Service Act, as set forth in Section 10A-20-16.01 of the Code of Alabama 1975. The fact or scope of immunity of a director or officer shall extend to the full extent permitted by law and the scope of such immunity shall be limited only to the extent such person acts or omits to act in a manner which amounts to willful or wanton



misconduct, fraud or gross negligence, if, and to the extent that, applicable Alabama law precludes indemnification for such conduct. In addition to the foregoing, a director or officer of the corporation shall not be liable to the fullest extent permitted by any provision of the statutes of Alabama hereafter enacted that further limit the liability of a director or officer.

Section 13.2 Indemnification. Current and former members of the Board, officers, employees and agents of HEOS shall be indemnified by HEOS to the fullest extent allowable, including, without limitation, all costs and attorney's fees, under the Nonprofit Law, more specifically Section 10A-3-2.43 of the Code of Alabama 1975, or the provisions of any other applicable law. The indemnification rights provided by this Section with respect to an action, suit or proceeding shall include the right to be advanced or paid by HEOS for expenses, including attorney's fees, incurred in defending any such proceeding in advance of its final disposition if the person seeking such advance payment delivers to HEOS an undertaking to repay the amount advanced if it shall be ultimately determined that he or she is not entitled to be indemnified by the HEOS. The indemnification provided for herein shall not be deemed to restrict the right of HEOS to indemnify employees, agents, and others as permitted by law and shall not be deemed exclusive of any other rights of indemnification that any person may have in any capacity as a matter of law, under any vote of the directors, under any agreement, or otherwise. The Board may cause HEOS to so indemnify any other person to the fullest extent allowable under applicable law. A person shall not be indemnified in connection with a proceeding brought by HEOS or on behalf of HEOS in which a final determination is made that the person is liable to HEOS or a final determination is made that the person received improper personal benefit as a result of his position with HEOS.

Section 13.3 Insurance. HEOS may purchase and maintain insurance, at its expense, to protect itself or any current or former director or officer, or any other person, whether or not HEOS would have the power to indemnify such person against such expense, liability or loss under this Article.

Section 13.4 Savings Clause. If this Article or any portion hereof shall be invalidated on any grounds by any court of competent jurisdiction, then HEOS shall nevertheless indemnify and hold harmless each director and officer as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, investigative or administrative to the full extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent permitted by applicable law.

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The undersigned, secretary of HEOS, does hereby certify that these Bylaws were approved by the membership on September 26, 2013 and adopted by the board of directors on February 13, 2014.

Secretary/Treasurer