

BYLAWS
of the
AMERICAN PRECISION OPTICS
MANUFACTURERS ASSOCIATION

ARTICLE I - Name

Section 1. The name of the Association shall be the American Precision Optics Manufacturers Association. The Association may be referred to as APOMA.

ARTICLE II - Objectives

Section 1. The objectives of the Association shall be, consistent with the Articles of Incorporation, as follows:

- a) To initiate actions that stimulate advances in science, technology, and business opportunities for the United States precision optics industrial base.
- b) To provide a forum for peers and associates to discuss opportunities and concerns in the precision optics industry.
- c) To cooperate with other associations and organizations in conducting activities for the benefit of members.
- d) To provide means for members to meet and exchange ideas of mutual benefit.
- e) To promote the interests of Association members in community and government affairs.
- f) To provide a unified, coherent voice for the precision optics industry in promoting expansion and growth of U.S. manufacturing.

ARTICLE III - Membership

Section 1. Within the Association, there shall be the following membership classifications: Corporate, Associate, Academic, Retired and Honorary.

Section 2. Corporate membership in the Association is limited to companies which are engaged in the manufacture of precision optical components or devices, having in-house manufacturing capabilities located in the United States, Canada, or Mexico.

Section 3. Associate membership is available to any company providing or offering products or services to, or purchasing products or services from, companies of the nature set forth in Section 2 of this Article. Associate members shall be entitled to all privileges of membership.

Section 4. Academic membership is available to individuals engaged in research, education, or cooperative activities, with accredited institutions, research organizations or agencies, beneficial to the precision optics industrial base. Academic members shall be entitled to all privileges of membership except that voting and holding elective office shall be limited to the privileges established under Article VI, Article VII and Article IX of these Bylaws, or as otherwise governed by the rules and regulations established by the Board of Directors.

Section 5. Retired membership may be granted to an individual who has retired from active service with a Corporate or Associate member of this Association or who has maintained Academic membership in good standing for a minimum of three consecutive years. Retired members shall not hold elective office or vote, but may serve the Association, upon payment of dues, as governed by the rules and regulations established by the Board of Directors.

Section 6. Honorary membership may be conferred by the Board of Directors upon persons who have made extraordinary contribution to APOMA and/or the field of optics manufacturing. Nominations shall

be submitted to the Board of Directors. Honorary members shall have all rights and privileges of the Association and be exempt from payment of dues. Honorary members shall not hold elective office or vote but may serve the Association as governed by the rules and regulations established by the Board of Directors.

Section 7. Applications for membership shall be made to the President in writing and only upon action of the President shall a candidate be elected to membership. Decisions may be appealed to the Board of Directors.

Section 8. Membership in APOMA shall be limited to companies or individuals as set forth in this Article and is not transferable.

Section 9. Termination of membership:

- a) Any member may resign from APOMA by submitting a written resignation to the President. Such a 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 Association for conduct contrary to the objectives of the Association. After having given the member an opportunity to be heard in his own defense at the next Association meeting after such recommendation has been presented to the membership, the membership shall vote on the question of whether the member shall be expelled. A two-thirds affirmative vote 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 the Association, including dues paid.
- d) A member may be expelled as provided in Article IV.

ARTICLE IV - Dues

Section 1. Membership dues shall be at rates established by the Executive Committee. For the purposes of dues, the fiscal year shall be determined by the Treasurer with the approval of the Executive Committee.

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

ARTICLE V – Member Meetings

Section 1. Meetings shall be held at such time and place as determined by the President. At least thirty (30) days' notice (but no more than sixty (60)) shall be given to members prior to each business meeting. Notice of the time and place of meetings shall be given either personally, by mail, by telecopier ("fax") or by electronic mail ("e-mail"). Directors and voting members are responsible for providing in writing, respectively, to the Secretary or Chair, their current residential or business addresses, fax numbers, and e-mail addresses. Directors and voting members similarly are responsible for providing written updates as to any changes. Meetings of members do not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. One meeting each year shall be designated as the Annual Meeting.

ARTICLE VI - Officers and Duties

Section 1. All officers of the Association shall be members. There shall be a President, a President-Elect, a Treasurer, and a Secretary. The President, President-Elect and Treasurer shall be Corporate or Associate members, and the Treasurer must be a current or former Board member.

Section 2. The elected officers 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 3. The President shall be the chief elected officer of the Association and will preside at all membership, Board of Directors and Executive Committee meetings.

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

Section 5. The Treasurer shall be responsible for supervising the custody, receipt, and disbursement of all funds of the Association.

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

Section 7. In case of resignation or inability of any officer to serve, a successor may be chosen for the balance of the current term by the Executive Committee, except that in the case of the President, the successor shall be the President-Elect.

ARTICLE VII - Board of Directors

Section 1. The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, 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 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 the Executive Committee.

Section 2. The Board of Directors shall consist nine (9) members as follows: President, President-Elect, Treasurer, Secretary, immediate Past President who shall automatically serve as director for two years after his term as President, one representative from an Associate member, one Academic member and two at-large directors who represent either Corporate or Associate members, provided that there shall be a minimum of three Corporate members at all times.

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 Board shall be divided into two (2) classes of directors as nearly equal in number as practicable, serving staggered two (2) year terms. The membership shall elect the directors, other than the Past President, in the year required by their alternating rotation of terms of office.

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 "Roberts Rules of Order Revised" shall govern all deliberations when not in conflict with these Bylaws.

Section 7. Meetings of the Board of Directors may be called by the President. Adequate notice of such meetings shall be given to each director which shall be given at least two (2) days prior to the meeting. Notice of the time and place of each such regular meeting shall be given by the President or Secretary either personally, by telephone, by mail, by fax, or by e-mail. The President shall, at the request in writing of three members of the Board of Directors, issue a call for a special meeting of the Board of Directors.

Section 8. Members of the Board may participate in a meeting by means of conference telephone or

similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 9. Any vacancy occurring on the Board of Directors between Annual Meetings shall be filled by the President with concurrence of a majority of the Board of Directors. A director so appointed to fill a vacancy shall serve only until the next Annual Meeting of the Association at which time the members shall elect a director to serve any unexpired term remaining.

Section 10. The Board of Directors may, at its discretion, by a vote of two-thirds of its members, remove any officer or director.

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 this Association.

Section 2. A chief executive staff member may be appointed by the President and shall be given such title as may be prescribed by the Board of Directors and shall assume such duties as assigned by the President or Executive Committee.

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

ARTICLE IX - Voting

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

Section 2. Voting:

- a) Every Corporate member of the Association shall be entitled to cast one vote in any matter voted on by the membership or in any election of an officer or director.
- b) Every Associate member of the Association shall be entitled to cast one vote in any matter voted on by the membership or in any election of an officer or director.
- c) Every Academic member of the Association shall be entitled to cast one vote in any election of an Academic member director. Aside from the election of the Academic member directors, Academic members shall not have the right to vote. An Academic member who is a director or officer shall have the same voting privileges as a Corporate member director or officer, including matters voted on by the membership.
- d) Unless otherwise provided, any matter may be submitted to the membership by the President or the Board of Directors for a vote at any Association meeting or by ballot in lieu of a meeting.
- e) Unless otherwise provided, any election or other matter voted on by the membership shall be decided by a simple majority of the votes cast.

Section 3. Quorum: Ten members shall constitute a quorum of members.

Section 4. Proxy Voting: There shall be no proxy voting.

Section 5. Ballot Voting: Any action which may be taken at any Annual or special meeting of the members may be taken without a meeting if the Association delivers by electronic mail or otherwise a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed by law, and shall be conducted as follows:

- a) The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- b) The number of ballots received by the Association must equal or exceed the quorum that would have been required had there been a meeting (i.e., Association must receive a valid ballot from one-third or more of its voting members.)
- c) Unless otherwise indicated in these bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
- d) All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the corporation in order to be counted.

ARTICLE X - Executive Committee

Section 1. There shall be an Executive Committee consisting of the four officers and the immediate Past President of the Association.

Section 2. The Executive Committee may act for the Board of Directors pursuant to delegation of authority to such committee by the Board of Directors. The Executive Committee shall be responsible for the day-to-day operations of the Association, operating in accord with policy established by the Board of Directors.

Section 3. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The President shall call such meetings of the Executive Committee as the business of the Association may require. A meeting of the Executive Committee may be called at any time on the request of three members of the Executive Committee.

ARTICLE XI - Nominating Committee

Section 1. At the first Board of Directors meeting after every Annual Meeting, the President, with the approval of the Board, shall name a Nominating Committee consisting of five members, only two of whom shall be members of the Board and at least three shall be Corporate members.

Section 2. Written ballot election procedures:

- a) At least ninety (90) days prior to the Annual Meeting of the Association, 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 a short biographical sketch of each candidate nominated and outline procedures to be followed for additional nominations.
- b) Additional nominations for any office or directorship shall be made by written petition addressed to the Secretary and sponsored by at least three (3) members. Such petitions must be received by the Secretary at least sixty (60) days prior to the Annual Meeting.
- c) At the close of the nomination period, the Secretary shall report the nominations to the President and Board of Directors. No person may be nominated and appear on the ballot for the position of Treasurer unless that person has been approved by the Board of Directors.
 - 1. If there is only one nominee for any office or directorship, the President 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 have a short biographical sketch of each nominee and 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 one of the candidates involved to fill the office or directorship in question.

ARTICLE XII - Committees

Section 1. The President shall establish the following advisory committees:

(a) Technology, (b) Nominating per the requirements of Article XI, and (c) Bylaws and Procedures.

Section 2. The President shall establish such other advisory committees, subcommittees or task forces as are necessary.

ARTICLE XIII - Finances

Section 1. The fiscal year of the Association shall be determined by the Treasurer with the approval of the Executive Committee.

Section 2. The Treasurer shall submit to the Board of Directors an annual budget which must be adopted in advance of the next fiscal year of the Association.

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

Section 4. The accounts of the Association shall be audited not less than once a year by the Board of Directors or if decided by the Board, by a certified public accountant. The certified public accountant shall be appointed by the President with the approval of the Executive Committee and shall provide a written report including a certified audit to the Board of Directors. In either case, the results of the audit shall be reported to the membership at the Annual Meeting.

ARTICLE XIV - Dissolution

In the event of the dissolution or final liquidation of the Association, its remaining net assets shall be distributed to such non-profit 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 of person.

ARTICLE XV - Amendment

These Bylaws may be amended or repealed by two-thirds vote of the Corporate and Associate members present at any Annual Meeting duly called and regularly held, notice of such proposed changes having been sent in writing to the members at least thirty (30) days before such meeting; or by a two-thirds vote of the Corporate and Associate members voting by a 30-day mail ballot. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any ten (10) members addressed to the Board. All such proposed amendments shall be presented by the Board to the membership with or without recommendation.

ARTICLE XVI – Indemnification

Section 1. Unless otherwise prohibited by law, the Association shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether

actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, partner, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Association for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Association.

Section 2. The Association shall indemnify a director or officer to the extent the director or officer was successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer was a director or officer of the Association against reasonable expenses incurred by the director or officer in connection with the proceeding.

Section 3. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Association may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article or the District of Columbia Nonprofit Association Act.

Section 4. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

Section 5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Association to make any indemnification permitted by law.

Section 6. The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Association would have the power to indemnify the person against that liability under law.

Article XVII – Delivery of Notices, Waivers and Electronic Signatures

Section 1. Whenever these Bylaws require notice to be given to any director, committee member or member, the notice shall be deemed given as follows:

- (a) If given by mail, the notice shall be sent by first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the person at his or her address as it appears on the books of the Association; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail.
- (b) Notices provided by e-mail shall be deemed to have been given when transmitted by fax or electronically to the director or member at the most recent fax number or e-mail address provided by the director or member to the Association.

Section 2. Whenever any notice is required to be given to any director or member by law, the articles of incorporation, or by these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

Section 3. Unless otherwise required by law, if any provision of these bylaws requires a notice or communication to any member, director, or committee member, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless

otherwise required by law, if any provision of these bylaws requires the signature of a members, director, or committee member, an electronic signature satisfies the requirement.

Adopted: _____, 2020