

**OPTICAL SOCIETY OF AMERICA,
ROCHESTER SECTION, INC.
BYLAWS**

Amended May 18, 1943
Amended April 22, 1952
Amended December 1, 1959
Amended March 23, 1993
Amended April 23, 2002
Amended April 28, 2009
Amended December 29, 2009
Amended April 17, 2012
Amended February 26, 2013

**ARTICLE I
NAME AND PURPOSES**

Section 1.01 Name. The name of the corporation shall be Optical Society of America, Rochester Section, Inc. (the "Corporation").

Section 1.02 Offices. The principal office of the Corporation shall be in the County of Monroe, State of New York. The Corporation may also have offices at such other places as the Executive Council (as defined below) may from time to time determine.

Section 1.03 Organization. The Corporation shall be organized and operated as a non-profit corporation under the provisions of the New York Not-for-Profit Corporation Law ("NFPCL").

Section 1.04 Section 501(c)(3) Purposes. Notwithstanding any other provisions of these Bylaws, the Corporation is organized exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3) or the corresponding provisions of any subsequent Federal tax laws.

Specifically, the purposes of the Corporation are to promote and disseminate knowledge of optics and closely related sciences in both its local community and throughout the world by (i) bringing together scientists, engineers, business leaders, educators and students, (ii) providing professionals and students with educational resources for the purpose of improving and developing their abilities, (iii) encouraging the sharing of knowledge and innovation, and (iv) encouraging students to study optics and other sciences.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Section 1.05 Corporate Powers. The Corporation, in furtherance of its corporate purposes set forth above, shall have all the powers of a corporation formed under the NFPCL, subject to any limitations provided in the NFPCL or any other statute of the State of New York.

Section 1.06 Private Individuals May Not Personally Benefit. No part of the net earnings of the Corporation shall inure to the benefit of any Officer or Director of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no Officer or Director of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

Section 1.07 Restrictions on Lobbying Activities. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

Section 1.08 Distribution of Assets on Dissolution. In the event of dissolution of the Corporation, after payment of necessary expenses thereof, all of the remaining assets and property of the Corporation shall be distributed to The Optical Society of America, 2010 Massachusetts Avenue N.W., Washington DC 20036, provided it is exempt under Section 501(c)(3) of the Code. If the Corporation's assets cannot be distributed to The Optical Society of America, such assets shall be distributed to an organization selected by the Executive Council which is exempt under Section 501(c)(3) of the Code and has purposes similar to those of the Corporation. If no such organization exists, the assets of the Corporation shall be distributed to another organization exempt under Section 501(c)(3) of the Code, or successor legislation, or to the Federal government, or state or local government for a public purpose.

ARTICLE II MEMBERS

Section 2.01 Classes of Members. The Corporation shall have three (3) classes of members: Honorary, Regular, and Student (collectively "Members"). Honorary and Student Members shall be individuals, and Regular Members may be either individuals or entities. No Member shall hold more than one membership in the Corporation. There is no limit on the number of Members the Corporation may admit.

Section 2.02 Eligibility. Any person or corporation interested in the advancement of optics and/or closely allied sciences and in the welfare of the Corporation may be admitted by the Executive Council as a Regular Member. Any person who has done eminent service in the advancement of optics or closely allied sciences may be admitted by the Executive Council as an Honorary Member. Any person enrolled in an optics or optics-related field of study at an accredited institution of higher learning may be admitted as a Student Member.

Section 2.03 Application for Membership. Any person meeting the qualification requirements described in Section 2.02 and wishing to become a Member may submit an

application to the Executive Council. The application shall be in the form prescribed by the Executive Council from time to time, but at a minimum shall include the applicant's name, position, and qualifications for membership (such as employment or field of study).

Section 2.04 Admission as a Member. An applicant may be admitted as a Regular or Student Member upon approval by a simple majority vote of the Executive Council; such approval may be presumed when the applicant is eligible to be admitted as a Regular or Student Member. An applicant may be admitted as an Honorary Member upon the unanimous vote of the Executive Council. Each newly elected Member shall receive a copy of the Certificate of Incorporation and Bylaws of the Corporation on paper, in electronic form, or in other form as designated by the Executive Council.

Section 2.05 Duties and Privileges. All Members shall have the right to vote at elections of the Executive Council and on other business put to a vote of Members by the Executive Council, the right to hold office, and the right to attend the Annual Business Meeting, the Bi-Monthly Member Meetings, and such other meetings of the Members as may be called from time to time in accordance with these Bylaws. Regular and Student Members shall pay dues in the amount set by the Executive Council from time to time. Honorary Members shall not be required to pay dues.

Section 2.06 Membership Book. The Corporation shall keep a membership book containing the name and address of each Member. Termination of the membership of any Member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Corporation's principal office. The membership book may be kept on paper, in electronic form, or in other form as designated by the Executive Council.

Section 2.07 Non-Liability of Members. The Members of this Corporation shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 2.08 Non-Transferability of Memberships. Members may not transfer a membership or any right arising therefrom. All rights of membership cease upon the Member's death.

Section 2.09 Termination of Membership. The membership of a Member shall terminate upon the occurrence of any of the following events:

(a) Upon receipt of his or her written notice of such termination by the President or Secretary of the Corporation personally or by mail;

(b) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective one hundred twenty (120) days after a written notification of delinquency is given personally or sent by mail, e-mail, or facsimile to such Member by the appropriate officer of the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within such one hundred twenty (120) day period. A Member expelled for failure to pay dues can seek readmission by applying for membership in the usual way and paying current annual dues;

(c) After providing the Member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by majority vote of the Executive Council that the Member (i) no longer meets the qualifications for membership as set forth in these Bylaws, or (ii) has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. Any person or entity expelled from the Corporation shall receive a refund of dues already paid for the current dues period.

All rights of a Member in the Corporation shall cease on termination of membership as herein provided.

Section 2.10 Place of Meetings. Meetings of Members shall be held at the principal office of the Corporation or at such other place or places as may be designated from time to time by resolution of the Executive Council.

Section 2.11 Regular Meetings. The Members shall meet at least once per year to conduct the business of the Corporation. The annual meeting of the Members (the “Annual Business Meeting”) shall be held on or before May 15th of each year on such date as shall be determined by the Executive Council. At each Annual Business Meeting, the Members shall elect the Directors (if not elected prior to the Annual Business Meeting) and transact such other business as may come before the meeting. The Members shall also be entitled to attend the Bi-Monthly Member Meetings scheduled by the Executive Council during the months of October through April.

Section 2.12 Special Meetings of Members. Special meetings of the Members may be called by the Executive Council or the President of the Corporation, or by the persons specifically authorized under the laws of New York to call special meetings of the Members.

Section 2.13 Notice of Meetings and Votes. Notice of a meeting of the Members, stating the place, day and hour of the meeting, shall be delivered personally, by first class mail, by e-mail, or by facsimile, to each Member entitled to vote at such meeting not less than seven (7) days before the date of the meeting. In the case of a special meeting, the notice shall state the purposes for which the meeting is called and by whom the meeting is called. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage prepaid. The notice of any meeting of Members at which Directors are to be elected shall also state the names of all those who are nominees or candidates for election to the Executive Council at the time notice is given. Whenever any notice of a meeting is required to be given to any Member of this Corporation under provisions of the Certificate of Incorporation or these Bylaws, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. In addition, attendance at the meeting without objection at the start of the meeting shall be deemed a waiver of any applicable notice requirements. When a vote or election is to be held outside of a meeting, notification of the vote or election must be delivered to each Member entitled to vote not less than seven (7) days before the opening of the vote or election.

Section 2.14 Quorum for Meetings. A quorum shall consist of one-third of the Members of the Corporation. Except as otherwise provided under the Certificate of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 2.15 Majority Action as Membership Action. Every act or decision done or made by a majority of voting Members present in person or by proxy at a duly held meeting at which a quorum is present, or by a majority of voting Members participating in a duly held vote outside a meeting and in which a quorum votes, is the act of the Members, unless the Certificate of Incorporation, these Bylaws, or provisions of law require a greater number.

Section 2.16 Voting Rights. Each Member is entitled to one vote on each matter submitted to a vote by the Members. Except as otherwise provided in these Bylaws, voting at duly held meetings shall be by voice vote. Each Member shall be entitled to vote by proxy, in a manner designated by the Executive Council.

ARTICLE III COLLECTIONS AND DISBURSEMENTS

Section 3.01 Dues. The Executive Council shall have the authority to fix the annual membership dues for the Corporation. Income from these dues shall be applied toward the expenses of the Corporation.

Section 3.02 Disbursements. Disbursements and assessments shall be made in accordance with the annual budget approved by the Executive Council or when recommended by the Treasurer and approved by the Executive Council. Neither the Directors nor Members of the Corporation shall receive any remuneration for their services to the Corporation.

Section 3.03 Fiscal Year. The fiscal year of the society shall consist of the period from June 15th of one year through June 14th of the following year.

Section 3.04 Reports. The Treasurer and Secretary shall make reports to the Executive Council and Members at the Annual Business Meeting. The Treasurer's final report, along with all of the Corporation's ledgers and books, shall be audited annually by two (2) Members of the Corporation appointed by the retiring President for that purpose.

ARTICLE IV BOARD OF DIRECTORS AND OFFICERS

Section 4.01 Executive Council. Unless otherwise provided in the Corporation's Certificate of Incorporation or required by law, the business and affairs of the Corporation shall be managed by the Executive Council (the "Executive Council"). The Executive Council shall consist of twelve (12) members (each a "Director"), or such other number as shall be fixed from time to

time by resolution of the Members. In the event the President-Elect appoints Co-Chairs of the Program Committee, House Committee, Education Committee and/or Information Technology Committee, the number of Directors making up the Executive Council may be increased accordingly without a resolution of the Members. The initial Executive Council shall be comprised of those Directors named in the Certificate of Incorporation. Thereafter, the Executive Council shall be made up of the following individuals: the President, President-Elect, Secretary, Treasurer, the retiring President, the Chair of the Program Committee, the Chair of the House Committee, the Chair of the Education Committee, the Chair of the Information Technology Committee, and four (4) Members at large (“Councilors”). Each Director shall receive a copy of the Corporation’s Conflict of Interest Policy and shall annually sign and complete a statement agreeing to abide by that Policy.

Section 4.02 Officers. There shall be four (4) officers (“Officers”) of the Corporation: President, President-Elect, Secretary and Treasurer. All Officers shall be Members of the Corporation. The President shall serve as the Chair of the Executive Council, be an ex-officio member of all committees permitted under Section 4.13, perform all duties incident to the office of president of a corporation, and perform such other duties as may be prescribed by the Executive Council from time to time. The President-Elect, Secretary and Treasurer shall perform such duties as are incident to their respective offices and such other duties as may be prescribed by the Executive Council from time to time.

Section 4.03 Elections. The President-Elect shall nominate one (1) individual for the offices of President-Elect, Secretary, and Treasurer (when the Treasurer’s term is expiring), and four (4) individuals for the office of Councilor. The retiring President-Elect shall automatically assume the office of President upon the expiration of his or her term as President-Elect. The President or his or her designee shall provide written notice of the nominations (the “Slate Notice”) to the Members on or before March 15th of each year. Additional nominations may be made upon the written request of one or more Members delivered to the Secretary within ten (10) business days of the Slate Notice. If no additional nominations are received, the original nominees on the Slate Notice shall be deemed elected at the close of the nomination period. If any additional nominations are received, the Officers (other than President) and the Councilors shall be elected by majority vote of the Members who vote in the election. The Executive Council shall appoint a means for conducting the election, whether by voice vote or ballot at the Annual Business Meeting, by correspondence or via the Internet prior to the Annual Business Meeting, or through other means. If the election is not held at the Annual Business Meeting, the Executive Council must provide notification to Members at least seven (7) days prior to the start of the voting period, and Members entitled to vote must be provided with at least seven (7) days within which to submit their votes. The election shall in any case be concluded and the results announced to Members by the end of the Annual Business Meeting. The President-Elect shall appoint the Chair of the Program Committee, the Chair of the House Committee, the Chair of the Education Committee, and the Chair of the Information Technology Committee at the Annual Business Meeting.

Section 4.04 Term of Office. The President-Elect shall serve for a term of one (1) year, followed immediately by service as President for a term of one (1) year, followed immediately

by service as retiring President for a term of one (1) year. The Treasurer shall serve for a term of two (2) years. All other Directors shall serve for a term of one (1) year. All terms of office are subject to resignation or removal as provided herein. All terms of office shall commence on June 15th, or at a transitional Executive Council meeting held on or near June 15th; such a meeting must be agreed upon and attended by the retiring and incoming Presidents, and a majority of the incoming Executive Council shall constitute a quorum at that meeting. No individual may serve as President, President-Elect, or retiring President for more than one (1) successive term. No current President or retiring President may be elected as President-Elect. No individual may serve as Treasurer for more than one (1) consecutive two-year term, and no individual may serve as Secretary for more than two (2) successive one-year terms.

Section 4.05 Resignation and Removal. Any Director may resign at any time by giving written notice of such resignation to the Executive Council. Any Director may be removed from office with or without cause by the affirmative vote of two-thirds of the Executive Council at any regular or special meeting. The Executive Council shall provide written notice to any Director up for removal at least five (5) days prior to the meeting at which such removal is to be voted upon and such Director shall be entitled to appear before and be heard at such meeting.

Section 4.06 Vacancies. Any Officer or Councilor vacancy shall be filled by a majority vote of the Executive Council at any regular or special meeting of the Executive Council any time after the resignation notice or occurrence of the vacancy, and the individual so elected shall serve until his or her replacement is duly elected at the next Annual Business Meeting. Partial terms served in this manner shall not be counted towards the term limits established in Section 4.04. Any Committee Chair vacancy shall be filled by appointment of the President.

Section 4.07 Annual Report. On or before June 15th of each year, but after the Corporation's Annual Business Meeting, the retiring Secretary shall compile a report describing the activities of the Corporation for the preceding year. Such report shall include, among other things, the program of meetings, and the names of the Directors elected for the coming year. The retiring Secretary shall also complete any annual local section report required by the Optical Society of America promptly.

Section 4.08 Regular Meetings.

(a) **Annual Business Meeting:** The Executive Council and Members shall meet once per year on or before May 1st for the purpose of electing Directors and conducting such other business as may be determined by the Executive Council. The date, place and time of the Annual Business Meeting shall be selected by the Executive Council.

(b) **Monthly Executive Council Meetings:** Meetings of the Executive Council shall be held once each month at the time and place determined by the Executive Council, or from time to time as determined by the Executive Council. Following the Annual Business Meeting, the President-Elect shall call a meeting of the newly elected Executive Council by July 1st to plan for the coming year. Members shall not have the right to attend any Executive Council or committee meeting other than the Annual Business Meeting.

Section 4.09 Special Meetings. Special meetings of the Executive Council may be called by the President on the written request of any member of the Executive Council. Members shall not be entitled to attend special meetings of the Executive Council.

Section 4.10 Quorum. At all meetings of the Executive Council a majority of the entire Executive Council shall be necessary and sufficient to constitute a quorum for the transaction of business. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting to some future time.

Section 4.11 Voting. At every meeting of Executive Council each Director shall be entitled to one (1) vote. Upon the demand of any Director, the vote upon any question before the meeting shall be by ballot. The affirmative vote of a majority of the members of the Executive Council shall be required for any action by the Executive Council, except as may be otherwise specifically provided by law, the Certificate of Incorporation, or these Bylaws.

Section 4.12 Notice of Meetings. Notice of a meeting of the Executive Council, stating the place, day and hour of the meeting, shall be delivered personally, by first class mail or e-mail, to each Director not less than seven (7) days before the date of the meeting. In the case of a special meeting, the notice shall state the purposes for which the meeting is called and by whom the meeting is called. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage prepaid. In the alternative, the Executive Council may announce the date and time of any future meeting at any regular or special meeting of the Executive Council, and no further notice need be given. Whenever any notice of a meeting is required to be given to any Director under provisions of the Certificate of Incorporation or these Bylaws, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. In addition, attendance at the meeting without objection at the start of the meeting shall be deemed a waiver of any applicable notice requirements.

Section 4.13 Committees. The Corporation shall have a Program Committee, a House Committee, an Education Committee, and an Information Technology Committee. In addition, the President, upon the approval of the Executive Council, may appoint standing and ad hoc committees as he or she may deem necessary from time to time. Each committee of the Corporation shall perform such duties as may be designated by the Executive Council from time to time.

Section 4.14 Consent without a Meeting. Any action required or permitted to be taken by the Executive Council or any committee thereof may be taken without a meeting if two-thirds of the Executive Council or the committee consent in writing, whether by hand delivery, mail, e-mail, facsimile, or other means, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Executive Council or the committee.

ARTICLE V MISCELLANEOUS

Section 5.01 Amendment of Bylaws. These Bylaws may be amended upon the recommendation of the Executive Council and approval of a two-thirds vote of the Members present in person or by proxy at any duly held meeting of the Members at which a quorum is present, or a two-thirds vote of the Members in any duly held vote outside a meeting and in which a quorum votes.

Section 5.02 Indemnification. The Corporation shall indemnify any and all persons who it shall have power to indemnify against any and all of the expenses, liabilities or other matters to the fullest extent permitted by the Not-for-Profit Corporation Law of New York and by the Certificate of Incorporation.