

Amended and Restated Bylaws
of
American Institute of Physics Incorporated
(Adopted December 18, 2014)
Amended June 9, 2017)

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**AMENDED AND RESTATED BYLAWS OF
AMERICAN INSTITUTE OF PHYSICS INCORPORATED
(A New York Not-for-Profit Corporation)**

ARTICLE I

Name

Section 1.01 Name. The corporate name of this organization (hereinafter referred to as the “Corporation”) is American Institute of Physics Incorporated.

ARTICLE II

Purposes

Section 2.01 Purposes of the Corporation. The purposes of the Corporation shall be the advancement and diffusion of knowledge of the physical sciences and their applications to human welfare.

Section 2.02 Exempt Status. Notwithstanding any provision in these Bylaws or in the Corporation’s Certificate of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in the corresponding provision of any future federal tax code (the “Code”), or by an organization contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

ARTICLE III

Offices

Section 3.01 Location. The office of the Corporation for purposes of sections 402(a)(3) and 102(a)(11) of New York Not-for-Profit Corporation Law (the “N-PCL”) shall be located in Suffolk County in the State of New York. The Corporation may also maintain additional offices within or without the State of New York, at such place or places as the Board of Directors shall from time to time determine.

ARTICLE IV
Membership

Section 4.01 Classes of Membership. The Corporation shall have one class of voting members who shall be called Member Societies and such classes of non-voting members as the Board of Directors shall determine from time to time. The Member Societies (the “Members”) shall serve as the members of the Corporation under the N-PCL and shall be the only persons entitled to vote as members of the Corporation. Non-voting members shall not serve as members of the Corporation under the N-PCL and shall not be entitled to vote as members.

Section 4.02 Members.

(a) Qualifications. Legal entities committed to the advancement of the purposes of the Corporation with a national or international field of operation, or having similar stature to such organizations, shall be eligible for election as Member Societies.

(b) Admission. Nominations for the admission of a Member shall be made by the Board of Directors. Admission of a Member to the Corporation shall require the affirmative vote of not less than two-thirds of the Members. The Board of Directors will give due consideration to all applications and requests for admission of new Members. The Corporate Secretary shall maintain a list of Members.

(c) Member Representatives. Each Member shall designate one individual (“Member Representative”) to act on behalf of such Member at meetings of the Members and to execute documents on behalf of such Member. A Member Representative cannot be the same individual that a Member appoints to serve as a Member Society Director pursuant to Section 6.03 of these Bylaws, and a Member cannot appoint a Member Society Director to act as proxy for the Member. Each Member shall deliver its written designation of a Member Representative

to the Corporate Secretary personally, by mail, by courier, by electronic mail, or by facsimile telecommunications. A Member may replace its Member Representative at any time, with or without cause, by delivering a new written designation to the Corporate Secretary personally, by mail, by courier, by electronic mail, or by facsimile telecommunications. When assembled within or without the state as directed by these Bylaws, the Member Representatives shall have and may exercise all of the powers, rights and privileges of the Members. When so exercising the powers, rights and privileges of the Members, the Member Representatives shall be subject in all respects to the provisions of the N-PCL that govern members.

(d) Annual Meetings. The Members shall meet annually for the appointment of Member Society Directors (as defined in Section 6.03 of these Bylaws) and for the transaction of such other business as may properly come before the meeting at such time and place as may be designated by the Board of Directors at any regular or special meeting.

(e) Special Meetings. Special meetings of the Members may be called by the Chair of the Board of Directors, the Board of Directors, or by any group of Members collectively entitled to cast at least ten percent (10%) of the total number of votes entitled to be cast at such meetings. To call a special meeting, Members must, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The Corporate Secretary upon receiving the written demand shall promptly give notice of such meeting, or if he or she fails to do so within five business days thereafter, any Member signing such demand may give such notice.

(f) Quorum; Voting; Proxies.

(1) A presence of a majority of the Members, in person or by proxy, shall constitute a quorum. Unless otherwise expressly provided by law, a vote of a majority of

the Members present at a meeting shall constitute action by the members of the Corporation.
Each Member is entitled to one (1) vote.

(2) Each Member Representative may authorize another person or persons to act for such Member Representative as proxy: (A) in a writing signed by the Member Representative or to which the Member Representative has caused the Member Representative's signature to be affixed by any reasonable means including, but not limited to, by facsimile signature; or (B) by providing such authorization by electronic mail to the person who will be the holder of the proxy, provided that any such authorization by electronic mail shall either set forth, or be submitted with, information from which it can be reasonably determined that the authorization by electronic mail was authorized by the member. If it is determined that such authorization by electronic mail is valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the nature of the information upon which they relied.

(g) Notice of Meetings; Waiver.

(1) Written notice of all meetings of the Members shall state the place, date and hour of the meeting and, unless the meeting is an annual meeting, shall indicate that the notice is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the written notice of any meeting shall be given, personally, by mail, by facsimile telecommunications or by electronic mail, to each Member entitled to vote at such meeting, by sending or delivering notice to the Member Representative of each Member. If the notice is given personally, by first class mail, by facsimile telecommunications or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting;

if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date.

(2) Notice of a meeting need not be given to any Member that submits a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such Member. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member Representative signing such waiver or causing such Member Representative's signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member Representative or Member.

(h) Termination of Membership. The membership of a Member shall terminate if (i) such Member delivers a resignation to the Corporate Secretary or (ii) such Member is removed by the affirmative vote of two-thirds of the Members. When the membership of a Member is terminated, the membership of all members of such Member shall automatically terminate, and such members shall no longer be designated as Members of the American Institute of Physics, unless they are members of another Member.

Section 4.03 Non-Voting Members.

(a) Qualifications and Admission. Non-voting members shall have such qualifications, be grouped in such classes, and be admitted in accordance with such procedures as the Board of Directors determines. Persons admitted to membership in the Corporation as

non-voting members shall not serve as members under the N-PCL and shall not be entitled to vote as members.

(b) Classes of Non-voting Members. Upon the date these Bylaws become effective and until the Board of Directors determines otherwise, the Corporation shall have the following classes of non-voting members:

(1) Individual Members. Each individual person who is a member of a Member shall be considered an Individual Member of the American Institute of Physics.

(2) Affiliated Societies. Any organization interested in the physical sciences with purposes that are aligned with AIP's purposes, and elected as a non-voting member by the Board of Directors shall be designated as an Affiliated Society of the American Institute of Physics.

(3) Corporate Associates. Any corporation, institution, or government agency interested in the physical sciences and elected as a non-voting member by the Board of Directors shall be designated as a Corporate Associate of the American Institute of Physics.

(4) Society of Physics Students. The Society of Physics Students shall be a non-voting member. The Corporation shall encourage interest and participation in the physical sciences through the Society of Physics Students with an honor society component named Sigma Pi Sigma (the "Societies"). The Societies shall be governed by a Constitution and Bylaws ratified by the Board of Directors of the Corporation. Amendments to the Constitution and Bylaws of the Societies must be ratified by the Board of Directors of the Corporation.

(c) Termination of Non-Voting Members. The membership of an Affiliated Society, Corporate Associate, or the Society of Physics Students or any other non-voting member shall be terminated if (i) such non-voting member delivers a resignation to the Corporate

Secretary or (ii) such non-voting member is removed by action of the Board of Directors, and thereafter any such non-voting member shall no longer carry its applicable designation.

ARTICLE V
Fees, Dues and Assessments

Section 5.01 Fees, Dues and Assessments. The amount (which may be zero) of fees, dues or assessments for each class of members, whether voting or non-voting, shall be fixed and determined by the Board of Directors from time to time; provided that the Board of Directors shall not increase the dues within twelve (12) months of a prior increase. Upon the date these Bylaws become effective and until the Board of Directors determines otherwise, dues payable by members shall be determined under the formula in effect on such date.

ARTICLE VI
Board of Directors

Section 6.01 Power of the Board of Directors. Management of the affairs of the Corporation shall be vested in the Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall fix its policies. It shall have power to employ necessary staff and other persons, authorize expenditures, and take all necessary and proper steps to carry out the purposes of the Corporation and to promote its best interests.

Section 6.02 Number of Directors.

(a) The number of Directors constituting the entire Board of Directors of the Corporation shall be not less than the number of Members plus five (5), and not more than the number of Members plus seven (7); provided that the number of Directors shall not be more than twenty-two (22).

(b) A vote to admit a new Member shall also be deemed to be a vote to increase the number of Directors constituting the entire Board of Directors by one (1), and the newly admitted Member may immediately elect or appoint a Director to fill the newly created

vacancy; provided, however, that the foregoing sentence shall not apply in the event that the number of Directors constituting the entire Board of Directors would be increased thereby to more than twenty-two (22).

(c) If the admission of a new Member and election or appointment of a Director by such Member would cause the size of the Board of Directors to exceed twenty-two (22) members, these Bylaws shall be amended to provide for election or appointment of Member Society Directors (as defined below) in such manner as the Board of Directors and the Members shall determine prior to the admission of such new Member.

Section 6.03 Board of Directors Composition and Election or Appointment.

The Board of Directors shall be composed of individuals who are not Member Representatives, each of whom shall have one vote, as follows:

(a) One (1) individual elected or appointed by each Member (a “Member Society Director”);

(b) Not less than two (2) and not more than four (4) individuals, as the Board of Directors shall determine, elected by the Board of Directors (the “At-Large Directors”); and

(c) The Chair of the Board of Directors, the Corporate Secretary, and the Chief Executive Officer, *ex-officio* (the “Ex-Officio Directors”).

Section 6.04 Term of Directors.

(a) Subject to the provisions of subparagraph (d) of this section, the term of office for all Member Society Directors shall be three (3) years; provided, however, that the term of a Member Society Director appointed by a newly admitted Member shall be deemed to commence on the date of the annual meeting of the Members that is closest to the date of appointment of such Member Society Director. Each Member Society Director shall hold office

for such Member Society Director's term and until such Member Society Director's successor has been elected and qualified. Member Society Directors shall not serve more than two (2) consecutive terms of office and, for these purposes, a term of less than three years shall be treated as one term. A Member Society Director may be re-elected following an absence of one (1) year from the Board of Directors.

(b) Subject to the provisions of subparagraph (d) of this section, the term of office for each At-Large Director shall be three (3) years. Each At-Large Director shall hold office for such At-Large Director's term and until such At-Large Director's successor, if any, has been elected and qualified. At-Large Directors shall not serve more than two (2) consecutive terms of office and, for this purpose, a term of less than three years shall be treated as one term. An At-Large Director may be re-elected following an absence of one (1) year from the Board of Directors.

(c) The term of office of each Ex-Officio Director shall run concurrently with each such Director's term in the office that gives rise to such Director's position as a Director.

(d) The Board of Directors may by resolution provide that one or more Member Society Directors or At-Large Directors shall be elected to serve a term of one year or two years instead of three years in order to provide as nearly as possible for the Directors to be divided into three approximately equal groups whose terms expire in successive years.

Section 6.05 Vacancies. Any vacancy in the Board of Directors with respect to a Member Society Director elected or appointed by a Member shall be filled by election or appointment by such Member. Any vacancy in the Board of Directors with respect to an At-Large Director shall be filled by election by a majority vote of the Directors then in office, regardless of their number. Any vacancy in the Board of Directors with respect to an Ex-Officio

Director shall be filled by the individual who succeeds such person in the office that gives rise to such position as a Director. Each Director elected or appointed to fill a vacancy shall hold office until the expiration of the term for which such Director was appointed.

Section 6.06 Removal of Directors. A Member Society Director may be removed with or without cause by the Member that elected or appointed such Director. An At-Large Director may be removed for cause by a majority vote of the entire Board of Directors or by the Members. An Ex-Officio Director may be removed by such Ex Officio Director's removal from the office that gives rise to such Ex Officio Director's position as a Director.

Section 6.07 Resignations. A Director may resign at any time by delivering written notice personally, by mail, by courier, by electronic mail, or by facsimile telecommunications to the Chair of the Board of Directors or to the Corporate Secretary. Such resignation shall take effect when such notice is delivered, unless the notice specifies a later effective date.

Section 6.08 Quorum of Directors and Action by the Board of Directors. Unless otherwise required by law or these Bylaws, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

Section 6.09 Meetings of the Board of Directors.

(a) Meetings of the Board of Directors, regular or special, may be held at any place within or without the State of New York.

(b) Regular meetings of the Board of Directors shall be held at such time and place as may be fixed by the Board of Directors and should be held at least quarterly.

(c) Special meetings of the Board of Directors may be called at any time by the Chair of the Board of Directors, the Corporate Secretary, or by any Director upon written demand of not less than one-fifth of the entire Board of Directors.

Section 6.10 Notice of Meetings of Directors.

(a) No notice need be given of regular meetings of the Board of Directors if the time and place of such meetings are fixed by the Board of Directors.

(b) Written notice of each special meeting of the Board of Directors shall state the date, place and hour of the meeting and shall be delivered personally, by mail, by courier, by electronic mail, or by facsimile telecommunications to each Director's usual place of business or residence as recorded in the Corporation's records, not less than two (2) days prior to the date of the meeting.

(c) Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing such Director's signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

(d) Unless otherwise required by law, a notice need not specify the business to be transacted at, or the purpose of, any meeting of the Board of Directors; provided, however, if such notice does specify the business to be transacted at, or the purpose of, a meeting of the

Board of Directors, such notice shall not limit the actions the Board of Directors may take at such meeting.

(e) A majority of the Directors present at any meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Notice of any adjournment of a meeting of the Board of Directors to another time or place shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the Directors who were present at the meeting.

Section 6.11 Action by Directors in Lieu of a Meeting; Meetings by Conference Telephone.

(a) Any action required or permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all Directors consent to the adoption of a resolution authorizing the action. Such consent shall have the same effect as a unanimous vote of the Board of Directors or Committee, as applicable. Such consent may be written or electronic. If written, the consent must be executed by the Director signing such consent or causing such Director's signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the consents thereto by the Directors shall be delivered to the Corporation and filed with the minutes of the proceedings of the Board of Directors or Committee, as applicable.

(b) Unless otherwise restricted by these Bylaws, the Chair of the Board of Directors, or the Board of Directors, any Director who is not physically present at a meeting of the Board of Directors or a Committee thereof may participate by means of a conference

telephone or similar communications equipment, including electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board of Directors or Committee, including, without limitation, the ability to propose, discuss, object to, and vote upon a specific action to be taken by the Board of Directors or Committee.

Section 6.12 Compensation of Directors. The Board of Directors may, by resolution, determine to compensate one or more Directors for their services; provided that the amount of such compensation is reasonable as determined under section 4958 of the Code. The Corporation may, without resolution of the Board of Directors, reimburse all Directors for reasonable expenses actually incurred in performing services rendered to the Corporation in such capacities.

Section 6.13 Annual Report. The Board of Directors shall report annually to the Members as to the activities of the Corporation in the year for which the report is made, and shall include in the report a statement of its financial condition.

ARTICLE VII *Committees*

Section 7.01 Committees; Authority.

(a) The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may create one or more committees of the board, each consisting of three or more Directors. The Board of Directors may also designate one or more Directors as alternate members of any committee of the board, who may replace any absent member or members at any meeting of such committee. Committees of the board may be either standing committees or special committees. Committees of the board, to the extent provided in the organizing

resolution, shall have and exercise the authority of the Board of Directors of the Corporation, except under no circumstances will they be able to:

- (1) Submit to the Members any action requiring the approval of the Members under the N-PCL;
- (2) Fill vacancies in the Board of Directors or in any committee of the board;
- (3) Fix compensation of the Directors for serving on the Board of Directors or any Committee;
- (4) Amend or repeal these Bylaws or adopt new bylaws;
- (5) Amend or repeal any resolution of the Board of Directors which by its terms shall not be so amendable or repealable;
- (6) Elect or remove officers or Directors;
- (7) Approve a merger or plan of dissolution;
- (8) Adopt a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation;
- (9) Approve amendments to the Certificate of Incorporation.

(b) The Board of Directors may create one or more Advisory Committees whose members need not be Directors. Advisory Committees may be either standing committees or special committees. Advisory Committees are committees of the Corporation and are not committees of the board, and do not have authority to bind the Board of Directors.

Section 7.02 Standing Committees of the Board of Directors. The Board of Directors shall designate the following standing committees of the board under Section 7.01(a) and such other standing committees as the Board of Directors may deem necessary:

(a) Audit Committee to oversee the integrity of the Corporation's financial statements and accounting and financial reporting processes; the Corporation's compliance with legal and regulatory requirements; the qualifications and independence of the Corporation's independent auditors; the implementation of the Corporation's conflict of interest and whistleblower policies; the performance of the Corporation's internal audit function and independent auditors, and such other functions as the Board may designate;

(b) Compensation Committee to oversee setting compensation of disqualified persons within the meaning of section 4958 of the Internal Revenue Code of 1986, as amended, or in the corresponding provision of any future federal tax code, and such other functions as the Board may designate;

(c) Finance Committee to oversee the Corporation's financial planning and performance, and such other functions as the Board may designate;

(d) Nominating and Governance Committee to nominate candidates for election as At-Large Directors and to monitor, evaluate, and seek to improve the Corporation's governance, and such other functions as the Board may designate;

(e) Membership Committee to recommend candidates for membership in the Corporation and policies relating to members, including but not limited to a policy on communications with Individual Members, and such other functions as the Board may designate; and

(f) Corporate Strategy Committee to oversee the development and implementation of the Corporation's strategic direction and plans, and such other functions as the Board may designate.

Section 7.03 Standing Advisory Committees. The Board of Directors shall designate the following standing Advisory Committee:

(a) Investment Committee to oversee investment of the Corporation's funds in accordance with the Uniform Prudent Management of Institutional Funds Act, as adopted by the State of New York, and such other functions as the Board may designate.

ARTICLE VIII

Officers

Section 8.01 Officers. The Board of Directors shall elect or appoint a Chair, a Chief Executive Officer, a Corporate Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of Chair, Chief Executive Officer and Corporate Secretary. The Chair of the Board of Directors, the Corporate Secretary, and the Treasurer shall not be paid employees of the Corporation but may be compensated as Directors pursuant to Section 6.12 of these Bylaws. The Treasurer shall be elected from among the members of the Board of Directors. The Chair of the Board of Directors, the Chief Executive Officer, and the Corporate Secretary shall be Ex Officio Directors, and shall not be Member Society Directors or At-Large Directors. The Chief Executive Officer shall be a paid employee of the Corporation.

Section 8.02 Term of Office and Removal. The Chair of the Board of Directors, the Corporate Secretary and the Treasurer shall each serve a term of two (2) years and until their successors have been elected and qualified, and may be elected to serve successive terms. Unless otherwise provided by resolution of the Board of Directors, each other officer shall hold office until he or she has resigned or been removed. Any officer elected by the Board of Directors may be removed by a majority vote of the entire Board of Directors with or without

cause. Removal of an officer shall be without prejudice to such officer's contract rights, if any, and the election or appointment of an officer shall not itself create contract rights.

Section 8.03 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled at any meeting of the Board of Directors.

Section 8.04 Powers and Duties of Officers. Subject to the direction of the Board of Directors, all officers shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

(a) Chair. The Chair of the Board of Directors shall preside at all meetings of Members and all meetings of the Board of Directors, and shall provide leadership to the Board of Directors. The Chair of the Board of Directors shall be a member, *ex-officio*, of all standing committees. The Chair of the Board of Directors shall make chair appointments for all committees for which a specific officer is not designated as chair by these Bylaws.

(b) Chief Executive Officer. The Chief Executive Officer shall serve as the chief executive officer of the Corporation. Subject to the supervision of the Board of Directors, the Chief Executive Officer shall perform all duties customary to that office and shall manage the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

(c) Corporate Secretary. The Corporate Secretary shall be responsible for preparing or supervising the preparation of the minutes of the meetings of the Board of Directors and of the Members, for maintaining custody of the minutes of the meetings of the Board of Directors and of the Members, and for maintaining and authenticating records of the

Corporation. The Corporate Secretary shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Corporate Secretary or as may be determined from time to time by the Board of Directors.

(d) Treasurer. The Treasurer shall serve as the Chair of the Finance Committee, as the lead director on the Board of Directors' review of financial matters, and as a liaison between the Board of Directors and the Chief Financial Officer of the Corporation, and perform such other duties as shall from time to time be assigned by the Board of Directors.

ARTICLE IX

Indemnification and Insurance

Section 9.01 Obligation to Indemnify.

(a) If a director or officer is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of such director's or officer's duties for or on behalf of the Corporation, the Corporation shall, to the full extent permitted by law:

(1) Advance to such director or officer all sums found by the Board of Directors, so voting, to be necessary and appropriate to enable the director or officer to conduct such director's or officer's defense, or appeal, in the action or proceeding; and

(2) Indemnify such director or officer for all sums paid by such director or officer in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therefrom, subject to the proper application of credit for any sums advanced to the director or officer pursuant to clause (a) of this section.

(b) The Corporation shall determine that indemnification is permitted by law for purposes of Section 9.01(a) if the applicable standard of conduct set forth in N-PCL has been met by such director or officer. Such determination shall be made:

(1) By affirmative vote of the Board of Directors, a quorum of directors being present at the time of the vote who are not parties to the action or proceedings; or

(2) If a quorum is not obtainable under subparagraph (b)(1) or, even if obtainable, if a quorum of disinterested directors so directs: (A) by the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in N-PCL has been met by such director or officer, or (B) by the Members upon a finding that the director or officer has met the applicable standard of conduct set forth in N-PCL.

Section 9.02 Insurance. The Corporation shall have power to purchase and maintain insurance to indemnify the Corporation, its directors, officers, employees and agents to the full extent permitted by law.

Section 9.03 Notification of Members. The Corporation shall notify Members of any amounts paid by way of indemnification, other than by court order or action by the Members, and of any insurance it has purchased or renewed under Section 9.02 within the time and providing the information required by the N-PCL.

Section 9.04 Indemnification of Employees, Agents and Volunteers. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any employee, agent or volunteer of the Corporation.

Section 9.05 Applicability. The provisions of this Article IX shall be applicable to proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

Section 9.06 Limitations on Indemnification. In no case shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Code. Further, if at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code then, during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in section 4941(d) or section 4945(d), respectively, of the Code.

Section 9.07 Severability. If any part of this Article IX shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE X *Miscellaneous*

Section 10.01 Fiscal Year. The fiscal year of the Corporation shall be the year ending on December 31 or such other period as may be fixed by the Board of Directors.

Section 10.02 Checks, Notes, and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 10.03 Books and Records to Be Kept. The Corporation shall keep, at the principal office of the Corporation, correct and complete books and records of account and minutes of the proceedings of the meetings of the Members, Board of Directors, Audit Committee and other authorized committees, and shall keep at such office a list or record

containing the names and addresses of all Members, and the dates when they respectively became Members. Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 10.04 Loans to Directors and Officers. No loans shall be made by the Corporation to its Directors or officers except as permitted by law.

Section 10.05 Amendments.

(a) The Certificate of Incorporation may be amended by a two-thirds vote of the Members or, to the extent permitted by the N-PCL, of the Directors then in office.

(b) These Bylaws may be adopted, amended, or repealed by a two-thirds vote of the Members or of the Directors then in office; provided that the proposed amendments to, or the proposal to repeal, these Bylaws shall be provided to the Members or the Directors at least ten (10) days in advance of the meeting at which they are to vote.

**Index of Defined Terms for
Amended and Restated Bylaws of
American Institute of Physics Incorporated**

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