

**BYLAWS
OF
NEUTRON SCATTERING SOCIETY OF AMERICA**

A District of Columbia Nonprofit Corporation

The Registered Office of Neutron Scattering Society of America (the “Corporation”), required by the District of Columbia Nonprofit Corporation Act (“the Nonprofit Corporation Act”) to be maintained in the District of Columbia, shall be as designated in the Articles of Incorporation, and the location of the Registered Office may be changed from time to time by action of the Board of Directors to any other place in the District of Columbia, provided notice of such change is delivered to the District of Columbia Department of Consumer & Regulatory Affairs (the “Department”).

ARTICLE I
MEMBERS

Section 1.1: Classes of Membership and Rights. The Corporation shall have one (1) class of members, and the voting rights, and other rights, interest and privileges of each member shall be equal. Members shall be entitled to attend all activities sponsored by the Corporation (upon payment of any applicable registration or attendance fees or assessments) and shall be entitled to submit requests and ideas for activities to any member of the Board of Directors.

Section 1.2: Eligibility for Membership. All persons interested in becoming a member shall be eligible for membership; however, the targeted membership of the Corporation is those persons in academia, industry or government who have indicated an interest in neutron scattering research and have completed a membership application to become a member of the Corporation. Membership is open to citizens of any country.

Section 1.3: Admission. Eligible persons shall be admitted to membership on making application and submitting the same to the Corporation’s Membership Secretary. The application shall be on a form prescribed from time to time by the Board of Directors.

Section 1.4: Fees, Dues and Assessments.

(a) Applications for membership in the Corporation shall be accompanied by an enrollment fee in such amount as may be determined from time to time by resolution of the Board of Directors.

(b) If the business and affairs of the Corporation so require, the Board of Directors may require that all members pay monthly dues in such amount as determined from time to time by resolution of the Board of Directors. No part of the monthly dues shall be refunded to any party.

(c) Any dues and assessments paid to the Corporation become the property of the Corporation and any severable or individual interest of any member in dues and assessments paid terminates on such payment.

Section 1.5: Termination of Membership.

(a) The membership of any member of the Corporation shall automatically terminate on receipt of the member's written request for such termination from the member delivered to the President, Secretary or Membership Secretary of the Corporation personally or by United States mail.

(b) The membership privileges of any member of the Corporation may automatically be suspended upon failure of the member to pay applicable dues, if any, to the Corporation within a period of sixty (60) days following the date on which such dues are payable. The suspended member will immediately be notified of the suspension and the delinquent amount. If within thirty (30) days from that date, the member's account is not brought current or the member does not respond in writing to the Board of Directors, such member's membership will automatically be terminated unless the Board of Directors decides the termination should not take place.

(c) The membership of a member who cannot be contacted for a period of six (6) months using the address or other contact information of record with the Corporation, may, at the option of the Board of Directors, be terminated.

(d) All rights and interest of a member in the Corporation shall cease upon termination of membership.

(e) Any member whose membership is terminated may have his or her membership reinstated on such terms as the Board of Directors may deem appropriate by filing a written request with the President, Secretary or Membership Secretary of the Corporation and on approval of the request by a vote of Directors.

Section 1.6: Membership List. The Corporation shall keep a membership list containing the name and address of each member. Termination of the membership of any member shall be recorded in the records of the Corporation, together with the manner of termination and the date on which membership ceased. The membership list shall be kept at the Corporation's principal office and shall be available for inspection by any Director or member of the Corporation during regular business hours upon at least two business days prior notice.

Section 1.7: Transferability of Membership. Membership in the Corporation is nontransferable and nonassignable. Any attempt to transfer a membership shall cause such membership to terminate automatically.

ARTICLE II
MEETINGS OF MEMBERS

Section 2.1: Place. Meetings of members shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by the Board of Directors.

Section 2.2: Biennial Meetings. A face-to-face meeting of the members shall be held biennially in connection with the biennial American Conference on Neutron Scattering (ACNS) at the place, time and manner determined by the Board of Directors. An agenda for such members

meeting will be prepared by the President and mailed, emailed or made available to all members at least ten (10) days prior to the meeting. In intervening years between the biennial meetings of members in connection with the ACNS, the members shall take any required actions by written balloting process administered by the Membership Secretary.

Section 2.3: Special Meetings. Special meetings may be called by an affirmative vote of the majority of the Board of Directors, or by ten percent (10%) or more of the general membership.

Section 2.4: Notice. Written notice of the time and place of meetings of the members of the Corporation shall be provided to the members by personal delivery to each member, by mail to each member by United States mail, postage prepaid, by electronic mail, by facsimile or by telegram, not less than ten (10) nor more than fifty (50) days prior to such meeting, or by posting notice of such meeting on the website of the Corporation at least forty-five (45) days prior to such meeting date. Notice shall be deemed given at the time it is deposited in the mail, posted or sent by electronic mail, delivered by facsimile, delivered to the telegraph company or delivered personally to the member. No action shall be taken on any of the following proposals at any meeting unless written notice of the general nature of the business or proposal has been given in the case of a special meeting: (a) any proposal to amend the Articles of Incorporation or the Bylaws of this Corporation or (b) any proposal to wind up and dissolve the Corporation.

Section 2.5: Contents of Notice. All notice of meetings of members shall specify the place, the day, and the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted and no other business may in that case be transacted, or in the case of the biennial meeting, those matters which the Board of Directors at the time of giving the notice, intends to present for action by the members. Notice of any meeting at which Directors are to be elected shall include names of all those who are nominees at the time the notice is given to members.

Section 2.6: Quorum and Vote for Action. At all meetings, the presence in person or by proxy of at least five percent (5%) of the total membership of the Corporation will constitute a quorum. Members voting by mail, facsimile, telephone, or email shall be deemed present for purposes of the quorum requirements. All actions and decisions will require an affirmative vote of a majority of the quorum.

Section 2.7: Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of sufficient members to leave less than a quorum.

Section 2.8: Voting Rights. Each member is entitled to one (1) vote.

Section 2.9: Conduct of Meetings.

(a) Meeting of members shall be presided over by the President of the Corporation or in his or her absence, by the Vice-President, or in the absence of both, by a chairperson chosen by a majority of the members present. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that in his or her absence, the Membership Secretary shall serve or the presiding officer shall appoint another person to act as Secretary of the meeting.

(b) Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the Corporation, or with applicable law.

ARTICLE III **BOARD OF DIRECTORS**

Section 3.1: General Powers and Election. The property, affairs and business of the Corporation shall be controlled and managed by a Board of Directors consisting of up to twelve (12) persons. The number of Directors may be increased or decreased, to a number not less than three (3), from time to time by amendment to these Bylaws. The Directors shall be divided into two classes: (1) the Officer – Directors, who shall be those persons elected by the membership to fill the offices specified in Article V of these Bylaws and those persons who are the Past President and the Past Treasurer as described in Article V, and (2) the Members-at-Large Directors. Each of the members of the Board of Directors shall have one vote except for the Past President and the Past Treasurer, who shall be nonvoting members of the Board and may be referred to as the “nonvoting Officer-Directors.” The term “Directors,” when used alone, shall refer to both the Officer-Directors and Members-at-Large Directors and the term “Director,” when used alone, shall refer to an Officer-Director or a Members-at-Large Director. Other than the initial Directors, the Directors shall be elected as follows:

- (a) The Officer-Directors having voting rights shall be elected by the membership at a biennial meeting of the membership or through a written balloting process administered by the Membership Secretary. Each voting Officer-Director shall hold office until the next succeeding election by the membership applicable to his or her office and his or her successor is elected and qualified or until his or her earlier removal, resignation or death. Immediately following an election of the voting Officer-Directors, the persons qualifying as the Past President and the Past Treasurer as described in Article V shall be vested automatically as the nonvoting Officer-Directors without any further action or deed of the membership or other Directors. The term of each Officer-Director shall be as set forth in Article V.
- (b) Four Members-at-Large Directors shall be elected by the Officer-Directors. Each Members-at-Large Director shall hold office until his or her successor is elected and qualified or until his or her earlier removal, resignation or death. The term of all Members-at-Large Directors shall be four years. Election of Members-at-Large Directors shall be staggered such that two shall be elected every two years for purposes of diversity and continuity on the Board of Directors.

For the purposes of full representation of the neutron scattering community, two additional Representatives shall be elected by the Officer-Directors with terms of two years. One of these shall be a Student Representative, who shall be a graduate student at the time of election. The other shall be a Postdoc Representative, who shall be a postdoctoral researcher at the time of election.

Section 3.2: Qualification of Directors. Directors of the Corporation must be

members of the Corporation but need not be residents of the District of Columbia.

Section 3.3: Removal of Directors. At a meeting called expressly for that purpose, a Director may be removed for or without cause by the vote of all of the other Directors having voting rights then in office.

Section 3.4: Quorum and Act of Directors. The presence of at least two-thirds of the Directors having voting rights then in office immediately before a meeting begins shall constitute a quorum at all meetings of the Board of Directors. The approval of a majority of the Directors having voting rights, present at a meeting at which a quorum is present, shall be required for any action or decision by the Board of Directors.

Section 3.5: Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office and until his or her successor shall have been elected and qualified.

Section 3.6: Appointment of Committees. The Board of Directors may (i) designate committees of the Board (“Board Committees”) and other committees or advisory councils to assist in carrying out the objectives and business of the Corporation, and (ii) appoint the initial members to serve on such Board Committees and other committees or advisory councils.

(a) **Board Committees:** Board Committees shall consist of at least two (2) Directors having voting rights and shall have and exercise the authority of the Board of Directors in the management of the Corporation upon such terms and conditions as the Directors shall establish; however, establishing such a Board Committee and delegating such authority to it shall not relieve the Directors or any of them of any responsibility imposed upon them by applicable law. The President of the Corporation shall be an *ex officio* member of each Board Committee. Each Board Committee shall have the power to fill vacancies in their respective memberships. A majority of any Board Committee shall constitute a quorum for the transaction of business.

(b) **Other Committees:** Other committees or advisory councils that shall not have nor exercise the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of Directors having voting rights present at a meeting at which a quorum is present. The NSSA Fellows Committee has been established pursuant to this provision.

Section 3.7: Compensation. Directors shall not be compensated for their services as Directors; however, the Board may determine reimbursement for reasonable costs and expenses actually incurred by Directors for Corporation business.

ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1: Regular Meetings. Commencing with the year 2019, the Board of Directors shall convene at least once per month by teleconference for the transaction of such business as may come before them concerning the Corporation. Directors shall be entitled to at least ten (10) days prior notice of such meetings of the Board.

Section 4.2: Special Meetings. Special Meetings of the Board may be called by the President or Secretary or by a majority of the Board of Directors upon written or printed notice served personally upon each Director, or mailed (postage prepaid), sent by electronic mail or facsimile, or telegraphed to his or her address as it appears on the books of the Corporation. Notice of any Special Meeting shall be given at least fifteen (15) days prior to the meeting. Notice shall be deemed given at the time it is deposited in the mail, posted or sent by electronic mail, delivered by facsimile, delivered to the telegraph company or delivered personally to the Director. The attendance of a Director at any meeting shall constitute a 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. Neither the business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4.3: Place of Meeting. Meetings of the Board of Directors, whether Regular or Special, shall be held at the principal office of the Corporation or at such other place, either within or without the District of Columbia, as may be designated in these Bylaws or agreed upon by the Board of Directors.

Section 4.4: Actions of the Board of Directors Without a Meeting. Any action which is required to be or may be taken at a meeting of the Directors or any committee designated by the Board may be taken without a meeting if, one or more consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee. Such consents shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document filed under The Nonprofit Corporation Act. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors or of the committee, as the case may be. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date.

Section 4.5: Participation. Members of the Board of Directors or of any committee designated by the Board of Directors may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment as long as all persons participating in the meeting can hear each other person; participation in a meeting in this manner shall constitute presence in person at the meeting.

ARTICLE V
OFFICERS

Section 5.1: Number. The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Membership Secretary, a Communications Secretary, a Treasurer and such other Officers as may be determined by the Board of Directors. No two offices may be held by the same person.

Section 5.2: Election and Term of Office. The Officers designated in Section 1 of this Article shall be elected by the membership at a biennial meeting of the membership or through a written balloting process administered by the Membership Secretary. The nominations for each office shall be solicited from the general membership by a Nominating Committee. This Nominating Committee shall develop a slate of candidates for each office and provide such slate in connection with the notice of the biennial meeting or written balloting process, but in no event less than thirty (30) days prior to voting or official balloting deadlines. The Nominating Committee shall consist of three members appointed by the Board of Directors. Failure to elect Officers does not dissolve the Corporation.

Each Officer shall hold office until the next succeeding election by the membership applicable to his or her office and his or her successor is elected and qualified or until his or her earlier removal, resignation or death. Each Officer other than the President may be elected to serve more than one consecutive term. The Officers' terms are as described herein and shall be staggered for preservation of corporate memory and continuity purposes as set forth below.

<u>Office</u>	<u>Term</u>	<u>Following adoption of the 2019 amendments, next election to occur in the year noted below</u>
President	4 years	2020
Vice-President	4 years	2022
Secretary	4 years	2020
Membership Secretary	4 years	2020
Communications Secretary	4 years	2020
Treasurer	4 years	2020
Past President	1 year	n/a
Past Treasurer	2 years	n/a

The "Past President" shall be that person who served as the President of the Corporation immediately prior to the election of his or her successor pursuant to an election in accordance with this section. The "Past Treasurer" shall be that person who served as the Treasurer of the Corporation immediately prior to the election of his or her successor pursuant to an election in accordance with this section.

Section 5.3: Removal and Resignation. Any Officer may be removed by the Board of Directors whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby. An Officer may resign at any time by delivering notice to the Corporation. A resignation is effective when delivered unless the notice specifies a future effective date. Such

removal or resignation shall be without prejudice to the contract rights, if any, of the person so removed or so resigning.

Section 5.4: Vacancies. Vacancies among the Officers arising from any cause shall be filled for the unexpired portion of the term by the Board of Directors.

Section 5.5: The President. The President shall be the Chief Executive Officer of the Corporation and, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation and control over its Officers, agents and employees; shall represent the Corporation; shall preside at meetings of the Board of Directors and the members at which he or she is present; and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned to him/her by these Bylaws or by the Board of Directors. The President shall not be an employee of a major neutron facility.

Section 5.6: The Vice President. At the request of the President or in the event of his or her absence, disability or refusal to act, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also have such powers and discharge such duties as may be assigned to him or her from time to time by the President or the Board of Directors. The Vice President should not be a director of a major neutron facility.

Section 5.7: The Secretary. The Secretary shall record all the proceedings of the meetings of the Corporation; act as custodian of the records of the Corporation and of the Board of Directors; see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept and filed; and, in general, perform all duties and have all powers incident to the office of Secretary and perform such other duties and have such other powers as may from time to time be assigned to him or her by these Bylaws, the President or the Board of Directors. Any member of the Corporation, regardless of affiliation with a major neutron facility, may hold this office.

Section 5.8: The Membership Secretary. The Membership Secretary shall monitor membership of the Corporation; maintain and update the membership list of the Corporation; have charge over the recruitment of new members; oversee the balloting process for the Officers of the Corporation; and perform such other duties as the President or the Board of Directors shall prescribe. Any member of the Corporation, regardless of affiliation with a major neutron facility, may hold this office.

Section 5.9: The Communications Secretary. The Communications Secretary shall maintain the Corporation's website; prepare brochures and posters advertising the Corporation's activities and programs; write articles on the Corporation's activities and programs; coordinate and arrange for publication of such articles in various media; and perform such other duties as the President or the Board of Directors shall prescribe. Any member of the Corporation, regardless of affiliation with a major neutron facility, may hold this office.

Section 5.10: The Treasurer. The Treasurer shall have supervision of the funds, securities, receipts and disbursements of the Corporation; cause all monies and other valuable effects

of the Corporation to be deposited in its name and to its credit in such depositories as shall be selected by the Board of Directors, if pursuant to authority conferred by the Board of Directors; cause to be kept at the accounting office of the Corporation correct books of account, proper vouchers and other papers pertaining to the Corporation's business; render to the President or the Board of Directors, whenever requested, an account of the financial condition of the Corporation and of his or her transactions as Treasurer; and, in general, perform all duties and have all powers incident to the office of the Treasurer and perform such other duties and have such other powers as from time to time may be assigned to him or her by these Bylaws, the President or the Board of Directors. Any member of the Corporation, regardless of affiliation with a major neutron facility, may hold this office.

Section 5.11: Salaries. The salaries or other compensation of all Officers, if any, shall be fixed by the Board of Directors and may be changed from time to time by a unanimous vote of the disinterested members of the Board.

ARTICLE VI **EXECUTION OF INSTRUMENTS**

Section 6.1: Execution of Instruments Generally. All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such Officer or Officers or by such agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine.

Section 6.2: Checks, Drafts and Other Documents. All notes, drafts, acceptances, checks, endorsements and all evidence of indebtedness of the Corporation whatsoever, shall be signed by such Officer or Officers or by such agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements or instruments for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made by rubber stamp of the Corporation or in such other manner as the Board of Directors may from time to time determine.

Section 6.3: Proxies. Proxies to vote with respect to shares of stock of other corporations that may be owned by or stand in the name of this Corporation may be executed on behalf of this Corporation by the President, Vice President or Secretary or by any other person or persons authorized so to do by the Board of Directors.

ARTICLE VII **DISTRIBUTIONS**

No part of the income or property of the Corporation shall be distributed to the Directors or Officers of the Corporation; provided, however, this prohibition does not prevent payment to such persons of reasonable compensation for services actually rendered or goods actually provided to the Corporation.

ARTICLE VIII
CORPORATE SEAL

The Corporation may acquire, but shall not be required to acquire, a corporate seal of the Corporation which shall be in the form of a circle and shall bear the name of the Corporation as well as the words "Corporate Seal."

ARTICLE IX
FISCAL YEAR

Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the Corporation shall extend from the first day of January to the last day of December of each year, both dates inclusive.

ARTICLE X
AMENDMENTS

Section 10.1: Articles of Incorporation/Bylaws. The Articles of Incorporation of the Corporation and/or these Bylaws may from time to time be amended, altered, or repealed and new provisions may be adopted (a) at a meeting of the Board of Directors or by unanimous written consent of the Board of Directors and (b) upon submission to the membership for consideration, approval by two-thirds of the votes cast. Notice must be given of the meeting at which an amendment to the Articles of Incorporation and/or the Bylaws is to be approved and such notice must be accompanied by a copy or summary of the proposed amendment or state its general nature.

ARTICLE XI
MISCELLANEOUS

Section 11.1: Trade Names. The Corporation may operate or transact business under such certain trade names other than its corporate name as may be adopted by the Board of Directors.

Section 11.2: Maintenance of Records. The Corporation shall keep as permanent records minutes of the proceedings of its Board of Directors, and a record of all actions of the Board or a committee of the Board taken without a meeting. The Corporation shall also maintain correct and complete accounting records.

Section 11.3: Loans to Officers Prohibited. No loan shall be made by the Corporation to any of its Officers or Directors. Any Director of the Corporation who votes for or assents to the making of any such loan and any Officer participating in the making of such loan shall be jointly and severally liable to the Corporation for the amount of such loan until its repayment.

Section 11.4: Waiver of Notice. Whenever any notice is required to be given under the laws of the District of Columbia or under the provisions of the Articles of Incorporation or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice.

ARTICLE XII
INDEMNIFICATION

To the maximum extent that the laws of the District of Columbia allow, the Corporation shall indemnify a Director, Officer, or any other person who is or was serving at the request of the Corporation as a Director or Officer for any liability, expense, cost, judgment, penalty, or fine by reason of the fact that such person is or was a Director or Officer of the Corporation; provided, however, such persons shall not be entitled to such relief for their gross negligence or willful misconduct.

ARTICLE XIII
NSSA FELLOWS

Through the NSSA Fellowship Program, the Corporation recognizes members who have made significant contributions to the neutron scattering community in North America through one or more of the following areas: advances in knowledge through original research and publication; innovative contributions in the application of neutron scattering; contributions to the promotion or development of neutron scattering techniques; and service and participation in the activities of the Corporation or the neutron community. One nomination letter and up to two supporting letters for each candidate must be submitted by members of the Corporation to the NSSA Fellows Committee, which shall be appointed annually by the Corporation's Board of Directors. Other procedural details for nomination of candidates are set and announced by the Corporation's Board of Directors no later than September of each year. Each year, no more than one-half of one percent of the then current membership of the Corporation shall be recognized through election by the NSSA Fellows Committee to the status of Fellow in the NSSA. In addition, all recipients of either the NSSA Shull or Sustained Research awards who are not already Fellows shall automatically be named Fellows of the NSSA. A list of new members shall be announced or made available each December.