

**BYLAWS
OF
NORTH AMERICAN ELLIPSOMETRY ASSOCIATION**

Pursuant to the Nebraska Nonprofit Corporation Act (the “Act”) and the Articles of Incorporation of North American Ellipsometry Association (the “Association”), the Board of Directors of the Association (the “Board”) hereby adopt these Bylaws of the Association, effective as of January 27, 2026 (the “Effective Date”), to provide as follows:

1. Principal Matters.

- 1.1. Nature.** The Association is a nonprofit organization which was formed to promote the dissemination of knowledge, education, and research in the use of optical methods which exploit the polarization properties of light to investigate broadly optical materials properties for use in advanced and widespread applications such as in semiconductor, automotive, aviation, renewables, biomedical, and health care for the betterment of humanity.
- 1.2. Purposes.** The Association is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the “Code”). Within such purposes, the specific purposes of the Association are:
 - 1.2.1** To provide a forum for scientific and technical discussions on the use of optical methods which exploit the polarization properties of light, their applications to materials characterization, and their improvements through continued technological and scientific advancements.
 - 1.2.2** To provide continuing education through the organization and sponsorship of symposia, topical conferences, short courses, workshops, and exhibits.
 - 1.2.3** To promote student participation in national and local scientific and technological activities, science fairs and competitions, and other appropriate measures.
 - 1.2.4** To recognize excellence in science and technology through the presentation of awards.
 - 1.2.5** To disseminate information through the publication of topical conference proceedings, monographs, video tapes, and recommended practices.
 - 1.2.6** To cooperate with other societies to advance common goals fostering the growth and development of intellectual resources in science and engineering disciplines.

In addition to the foregoing specific purposes, the Association may engage in such other activities and programs as the Board may determine to be in furtherance of the Association's purposes permissible under Section 501(c)(3) of the Code.

- 1.3. **Powers.** The corporation shall possess and exercise all powers conferred by the laws of Nebraska upon corporations under the Act which an organization exempt from federal income tax under Code Section 501(c)(3) may possess or exercise, including but not limited to the following:
 - 1.3.1 To own, acquire, purchase, accept gifts, hold as a trustee or otherwise, maintain, improve, mortgage, sell, lease or dispose of real and personal property and to obtain, invest, reinvest and use funds and properties of any kind to advance the charitable, educational and/or scientific purposes of the Association.
 - 1.3.2 To accept in the name of the Association or hold as trustee or otherwise any gift of money or property or the income thereof for one or more limited purposes within the scope of the general purposes of the Association as stated herein.
- 1.4. **Prohibition of Activities Inconsistent with Exemption.** Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. No Director, Officer, Member, employee or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by a corporation from federal income tax under Section 501(c)(3) of the Code.
- 1.5. **Prohibition Against Sharing in Corporate Earnings.** No Director, Officer, Member or any other private person shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association. However, the prohibition on sharing in the Association's net earnings or pecuniary profit does not prevent the payment to any person of reasonable compensation for services rendered to or for the Association, or for reimbursement of reasonable expenses incurred on behalf of the Association or incurred in carrying out the Association's operations.
- 1.6. **Prohibition of Certain Loans.** The Association shall not lend money to nor guarantee the obligation of any Director, Officer, or Member.
- 1.7. **Location.** The principal office of the Association will be located in Lincoln, Nebraska. The Association may have such other offices as the Board may determine or as the affairs of the Association may require. The Association shall have and shall continuously maintain a registered office and a registered agent whose office is identical with the registered office. The registered office may be, but need not

be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board or the President.

2. Membership.

2.1. Categories of Membership. The Association shall have four categories of membership: Regular Member, Retired Member, Student Member, and Honorary Member (each, a “Member”). The eligibility criteria and nomination and election procedures for each category of membership is as described below.

2.1.1 Regular Member. A Regular Member must demonstrate professional competence in the fields of optical science or engineering or in any related field of arts and sciences which exploit optical methods or techniques and properties of polarization of light. Applications to become a Regular Member shall be made by the individual on a form provided by the Association. All applications will be reviewed by the Board for compliance with the eligibility criteria. The Board may provide its recommendations on membership applications to the Members. The application will then be sent to the Members for a vote on the applicant, which shall be conducted at the Annual Meeting of the Members or via electronic vote, per Section 4.5. New Regular Members will be approved for membership by a simple majority vote of the Members. Regular Member status shall continue as long as the Member is current on annual Membership Dues and is otherwise in good standing with the Association.

2.1.2 Retired Member. A Member who is no longer employed full-time and who has provided professional service in any of the scientific and technical areas relevant to the Association (as described in Section 2.1.1) may be considered for Retired Member status at the discretion of the Board. New Retired Members will be approved for membership by a simple majority vote of the Members, which shall be conducted at the Annual Meeting of the Members or via electronic vote, per Section 4.5. Retired Members shall have all the rights and privileges of Regular Members, but will have reduced Membership Dues, as set by the Board. Retired Member status shall continue as long as the Member is current on annual Retired Member Dues and is otherwise in good standing with the Association.

2.1.3 Student Member. A full-time college student, either undergraduate or graduate, with expressed interest in any of the scientific and technical areas relevant to the Association (as described in Section 2.1.1) shall, upon application to the Secretary, approval by the Board by a simple majority vote, and payment of Student Member Dues, as set by the Board, be accepted as a Student Member of the Association for a one-year period. Student Member eligibility must be certified by the student's advisor. Student Membership may be renewed annually upon re-certification of student status and payment of annual Student Member Dues. Student

Members shall have all the rights and privileges of Regular Members, but may not serve as an Officer of the Association while a Student Member.

2.1.4 Honorary Member. An individual who has performed eminent service in science, engineering, and allied fields, or to the Association, may be elected an Honorary Member. Honorary Members have lifetime rights and privileges of membership and exemption from all Membership Dues and fees. Current members of the Board are excluded from eligibility for Honorary Member status until the end of their term. Nominations for membership as an Honorary Member shall be made by the Board. Nominations shall be voted upon by the Members for approval by a two-thirds majority vote. The vote shall be conducted at the Annual Meeting of the Members or via electronic vote, per Section 4.5.

2.2. Membership Dues and Fees. All Members shall pay the annual Membership Dues applicable to their membership category on or before the due date for payment set by the Board. Continued membership is contingent upon being current on Membership Dues. The Board shall review and set the Membership Dues amount for each category of membership on an annual basis. In addition to Membership Dues, the Association may charge fees for certain of its programs and publications as deemed appropriate by the Board.

2.3. Voting Privileges. Each Member in good standing shall have one vote on each election and motion presented for vote at the Annual Meeting of the Members or via electronic vote, per Section 4.5.

2.4. Responsible Conduct. Association Members acting in an official Association capacity shall perform their Association functions in compliance with Association policies and procedures, as set by the Board. An individual in violation may be removed from his/her position, or membership in the Association, by a simple majority vote of the Board and the general membership, after the individual has been given the opportunity to make his/her case to the Board and the general membership.

2.5. Termination of Membership.

2.4.1 Voluntary Termination. Any member may resign by filing a written resignation with the Secretary of the Association. Resignation shall not relieve a member of unpaid dues or other charges previously accrued.

2.4.2 Termination for Cause. Membership in the Association may be suspended or terminated for failure to timely pay the applicable Membership Dues or any unpaid fees owed by the Member. Membership in the Association may be suspended or terminated for conduct deemed detrimental to the Association or the mission of the Association. The

following procedures shall be followed prior to any suspension or termination of a Member for cause by the Association:

- (i) The Member at issue shall be sent written notice of the suspension or termination and the reason(s) therefor by email or regular mail not less than fifteen days prior to the effective date of the suspension or termination.
- (ii) The Member at issue shall be afforded an opportunity to be heard by the Board and the general membership, orally or in writing, not less than five days prior to the effective date of the suspension or termination.
- (iii) Any written notice given by regular mail must be given by certified mail sent to the last-known address of the Member shown on the corporation's records.

3. Fellowship.

- 3.1. Purpose.** For the purpose of providing recognition to deserving Members of the Association who have made sustained and outstanding technical contributions in areas of interest to the Association, a current Member may be elected as a “Fellow of the Association.” No more than one Fellow per year may be elected.
- 3.2 Eligibility.** There shall be elected to Fellowship only such Members who have made outstanding contributions in research, engineering, technical or managerial leadership, and/or education for a period of 10 years or more. Continuous membership in the Association for a minimum period of 2 years prior to nomination is required to be a candidate for Fellowship.
- 3.3 Nominations.** A candidate for Fellowship may be nominated by any Member of the Association. Each Member may make only one nomination in one calendar year. A nomination form signed by the nominating Member and citing the principal contributions of the candidate shall be sent to the Secretary. The form shall include the names of three other Association Members who can provide evaluations of the nominee's accomplishments. The Secretary shall send recommendation forms to the three evaluators identified by the nominator. The nomination form and recommendation letters from the three evaluators will be submitted to the Board for review. The nomination of a candidate for Fellow shall remain active for two years (the year of initial nomination and the following year). If a candidate is not elected to Fellowship in the first year of nomination, the nominator may choose to update and resubmit the nomination form. The candidate may be re-nominated by submission of a new and complete nomination form.

3.4 Voting. A simple majority vote of the Directors at the Annual Meeting of the Members shall approve an inductee to Fellowship for that year (if any). In the case of a tie vote, the President shall select the inductee to Fellowship for that year.

4. Meetings of the Members.

4.1 Annual Meeting of the Members. The Association shall hold an Annual Meeting of the Members each year (normally during the months of March or April), the specific date, time and location of which will be designated by the President. At the Annual Meeting, the Members will vote on Officers for the year and on Directors for vacant positions, receive reports on the activities of the Association, and discuss activities of the Association for the coming year and beyond. The Board may determine that a meeting of the Members may be held solely by means of electronic communication.

4.2 Notice of Annual Meeting. The Secretary shall distribute to all Members of record a written or electronic Notice of the Annual Meeting of the Members not less than thirty (30) or more than sixty (60) days in advance of the meeting date. The Notice shall include the slate of Officers nominated per Section 6.4 and Directors nominated for open positions per Section 5.6.

4.3 Quorum. At least ten (10) percent of the votes entitled to be cast on a matter must be represented at a meeting of the Members to constitute a quorum on that matter. Unless one-third (1/3) or more of the voting power is present in person, the only matters that may be voted upon at an Annual Meeting or Special Meeting of the Members are those matters that are described in the meeting notice. Voting by proxy is not allowed.

4.4 Election of Officers and Directors. Officers and Directors shall be elected by simple majority vote of the Members at the Annual Meeting or via Electronic Vote per Section 4.5.

4.5 Electronic Vote. Any vote to be conducted at the Annual Meeting or a Special Meeting of the Members may be conducted by electronic vote in the discretion of the Board. Voting by electronic vote shall be conducted by the Secretary sending email ballots to all Members and the Members returning the completed email ballot to the Secretary, who will collect and tabulate the vote and provide the Board with the results of the vote. Non-responding Members will be counted as abstained votes. Votes will be collected within a time frame specified in the electronic vote email request. All votes collected within the time frame will determine the result. The Board may authorize an online “anonymous” poll for all Members where within the given time frame Members can register their anonymous vote.

The Secretary will organize the poll, collect all the responses, and provide the results to the Board.

4.6 Special Meetings. Special Meetings of the Members may be called by the Board, the President, or by holders of at least five (5) percent of the voting power of the Association upon signing, dating, and delivering to any Officer of the Association one or more written demands for the meeting, describing the purpose or purposes for which it is to be held. Notice of a Special Meeting of the Members shall be given in the same manner and time parameters as provided in Section 4.2 for the Annual Meeting of the Members.

5. **Board of Directors.**

5.1. Management of the Association. The business and affairs of the Association shall be managed by its Board of Directors. The President shall serve as Chair of the Board.

5.2. Number of Directors. The Board shall be comprised of not less than seven (7) nor more than nine (9) Directors. The initial Board shall be comprised of seven (7) Directors, elected by the Sole Incorporator.

5.3. Liaison Directors. The Board shall include three (3) directors specifically qualified and elected to serve as “Liaisons” for the Association in the following capacities: (1) an Industrial Liaison Director, (2) an Academic Liaison Director, and (3) a Student Liaison Director. Liaison Directors shall have the same Terms and Term Limits as the other Directors

5.4. Term and Term Limits. Following the initial term of the initial Directors (as specified in the Consent Minutes of the Sole Incorporator), Directors shall be elected for a two-year term or until a successor is duly elected and qualified. Directors will be limited to serving two consecutive two-year terms, but may serve unlimited terms total.

5.5. Vacancies. A single vacancy occurring on the Board shall be filled by a majority vote of the remaining members of the Board. In the event that multiple Board positions become vacant, the Board shall notify the Membership that an election will be held by letter ballot to fill the vacancies, or in the event the Annual Meeting is less than 90 days away, such election may be deferred until the Annual Meeting. In the event that the entire Board is vacant, the Membership shall organize elections for new leadership of the Association.

5.6. Nomination of Directors. The Board shall solicit nominations from the Members for the election of successor Directors when two or more current Director positions are vacant, and at the end of a Director’s regular term. A person nominated for Director must be a Member of the Association in good standing.

- 5.7. **Compensation.** Directors shall not receive any stated salary for their services as Directors. However, the Association may pay reasonable expenses incurred by Directors on behalf of the Association or in carrying out the Association's operations. This Section does not prevent the Association from retaining the services of a Director in a different capacity.
- 5.8. **Regular and Special Meetings.** The Board may hold regular meetings at the times and places determined by the Board for the transaction of such business as may come before the meeting. Special meetings of the Board may be called by the President or a majority of the Directors then in office. The person calling a special meeting of the Board shall determine its time and place.
- 5.9. **Quorum.** At all meetings of the Board, the number of Directors necessary to constitute a quorum shall be the greater of a majority of the Directors in office before the meeting commences, or three Directors.
- 5.10. **Manner of Acting at a Meeting.** When a quorum of the Board is present at a meeting, the act of a majority of the Directors present will be the act of the Board, unless the Act, the Articles of Incorporation, or the Bylaws require a greater number.
- 5.11. **Action by Written Consent.** The Board may take any action without a meeting if all of the Directors consent in writing to the action. Each Director must sign a written consent to the action taken. The Directors may sign the consent in counterparts. Unless the written consent specifies a different date, an action by written consent is effective when the last Director signs the consent. The written consent will be included in the minutes filed with the corporate records reflecting the action taken.
- 5.12. **Notice of Director Meetings.**
 - 5.12.1. Unless the meeting addresses a special matter described in Section 5.12.2, each Director shall be given at least two (2) days' prior notice of each meeting of the Board.
 - 5.12.2. Each Director must be given at least seven (7) days' notice of a meeting where the Board will vote on any of the following matters: (a) removal of a Director; (b) an amendment to the Articles of Incorporation or the Bylaws; (c) a plan of merger; (d) a sale, lease, exchange, or other disposition of substantially all of the Association's assets; or (e) dissolution of the Association.
- 5.13. **Content of Notice of Director Meetings.** Notice of any meeting of the Board must state the time and place of the meeting. Notice of a meeting generally need not state the purpose of the meeting. However, if one of the purposes of the meeting includes a vote on any of the matters listed in Section 5.12.2, the notice of the meeting must

state that the meeting's purposes include that matter. Notice of a meeting at which the Board will vote on an amendment to the Articles of Incorporation or to the Bylaws must be accompanied by a copy or summary of the amendment or amendments to be considered. Notice of a meeting at which the Board will vote on a merger or dissolution must be accompanied by a copy or summary of the plan or merger or dissolution. Notice of a meeting at which the Board will vote on a sale, lease, exchange, or other disposition of substantially all of the Association's assets must be accompanied by a copy or summary of a description of the transaction.

- 5.14. **Manner of Delivery of Notice of Director Meetings.** When the Act or these Bylaws require notice of a meeting of the Board, the notice shall be delivered to each Director in person, by mail to a Director's address shown on the records of the Association, or by electronic mail to a Director's email address shown on the records of the Association. If mailed, notice is deemed delivered when deposited in the United States mail, properly addressed, with postage prepaid. If provided electronically, notice is deemed delivered upon confirmed receipt of the email.
- 5.15. **Waiver of Notice of Director Meetings.** Notice may or shall be waived as provided in Section 8.4

6. Officers.

- 6.1. **Number and Qualification.** The Officers of the Association shall be a President, a Vice President, a Treasurer, and a Secretary, each with conventional authority and responsibilities as provided herein.
- 6.2. **Term and Term Limits.** Officers shall hold office for one two-year term or until a successor is elected by the Membership as provided in Section 4.4. Officers will be limited to serving two consecutive two-year terms in the same position. Officers can serve unlimited terms total.
- 6.3. **Election and Appointment.** The Officers of the Association shall be elected by the Members at the Annual Meeting as provided in Section 4.4. If Officers are not elected at the Annual Meeting, an election will be held as soon as is convenient. The Board may create and fill a new office at any time.
- 6.4. **Nomination of Officers.** The Board shall solicit nominations from the Members for the election of Officers at the end of an Officer's regular term. A person nominated for an Officer position must be a Member of the Association in good standing.
- 6.5. **Resignation of an Officer.** An Officer may resign at any time by delivering notice to the Association. A resignation is effective when the notice is effective unless the notice specifies a future effective date and the Association accepts the future effective date. If a resignation is made effective at a future date, the Board may fill

the pending vacancy before the effective date, but the successor will not take office until the effective date.

- 6.6. Removal of Officers.** The Board may remove any Officer at any time when it determines that doing so serves the best interests of the Association.
- 6.7. Vacancies.** The Board may fill any vacant Officer position. The person appointed to fill the vacancy will serve for the unexpired portion of the term.
- 6.8. President.** The President shall be the Chief Executive Officer (“CEO”) of the corporation with power to administer the decisions of the Board and shall, in general, supervise and control the Association’s activities in all matters not solely within the jurisdiction of the Board. The President shall preside at meetings of the Board. Unless the Act requires a different person’s signature or the Board delegates signature authority to another person, the President may sign, with the Secretary or other Officer authorized by the Board, deeds, contracts, and other instruments that the Board has authorized to be executed. The Board may assign additional duties to the President from time to time.
- 6.9. Vice President.** The Vice-President shall serve as assistant to the President and shall act for him or her in the absence of the President. When acting as President, the Vice President has all the powers of the President and remains subject to any restriction on the President’s powers. The President or the Board may assign other duties to the Vice President.
- 6.10. Secretary.** The Secretary will keep minutes of Board meetings, serve as custodian of the Association’s corporate records, sign official documents of the Association to attest their authenticity, provide notice of meetings as required by the Act and these Bylaws, maintain a record of the mailing and email address furnished by each Director, and perform all duties incident to the office of the Secretary. If the President is absent, is unable to act, or refuses to act, and there is no Vice President or the Vice President is unable to act or refuses to act, the Secretary will perform the duties of the President. When acting as President, the Secretary has all the powers of the President and remains subject to any restriction on the President’s powers. The President or the Board may assign additional duties to the Secretary of time to time.
- 6.11. Treasurer.** The Treasurer is responsible for the receipt, collection, safekeeping, and expenditure of the Association’s funds and securities. The Treasurer shall deposit money collected to the account of the Association in a bank to be designated by the Board. The Treasurer shall be authorized individually to sign checks drawn upon said bank. The Treasurer shall make no payments except as approved by the Board or the President. The Treasurer shall keep a correct account of all receipts and disbursements, and render a full report annually, or more often, if required by the Board, and shall turn over all property of the corporation in his or her possession to his or her successor in office when such successor is duly chosen and qualified.

The account books of the Association shall be audited annually prior to the annual meeting. The Treasurer shall be responsible for maintaining adequate bonding and insurance coverage for the protection of the Association. The Treasurer shall file (or cause to be filed) any necessary tax returns for the Association, and will perform all duties incident to the office of treasurer. The Board may require the Treasurer to give a bond for the faithful discharge of their duties, in an amount and with the sureties determined by the Board. The President or the Board may assign additional duties to the Treasurer from time to time.

6.12. Administrative Staff. The Board shall have the power to hire an Administrative Staff, consisting of full-time staff members and full-time or temporary assistants, and shall have the power to terminate their employment. The Staff shall carry out the administrative affairs of the Association under the direction of the President, with the assistance of the Treasurer and Secretary.

7. Committees.

7.1. Requirements. The Board may create committees, and shall determine the manner of selecting members of each committee. A committee may be advisory in nature, or may exercise authority delegated by the Board in the management of the Association. Individuals who are not Directors may serve on a committee. Each committee shall regularly report its activities to the Board. Each committee shall elect a chairperson, who shall determine the dates and times of the committee's meetings. The President or Vice President may also call a meeting of any committee. A majority of a committee's members shall constitute a quorum for the transaction of business at any meeting of a committee, subject to the special rule for a committee with Board-delegated authority in Section 7.2 below. The vote of a majority of a committee's members voting at a meeting shall be the act of the committee. A committee may also act without a meeting if all members consent in writing.

7.2. Additional Rules for Committees with Board-Delegated Authority. Any committee that exercises authority delegated by the Board shall include at least two Directors. An action to create a committee with Board-delegated authority, to appoint members to such a committee, or determine the manner of selecting members of such a committee must be approved by a majority of the Board. Notice of such a committee's meetings shall be provided to its members in the same manner in which notice is provided to Directors of meetings of the Board. Notice may or shall be waived as provided in Section 8.4. At a meeting of a committee with Board-delegated authority, a majority of the committee's members shall constitute a quorum for the transaction of business, provided that at least two Directors who are members of the committee are also present. A committee with Board-delegated authority shall keep written records of its proceeding.

7.3. Matters that May Not Be Delegated. The Board may not delegate to a committee any of the following authorities: (a) to authorize distributions from the Association;

(b) to approve a dissolution, merger, or the sale, pledge, or transfer of substantially all of the assets of the Association; (c) to elect, appoint, or remove Directors or fill vacancies on the Board or a committee with Board-delegated authority; or (d) to adopt, amend, or repeal the Articles of Incorporation or these Bylaws.

8. General Matters.

- 8.1. **Manner of Meeting.** Directors or members of a committee may participate in meetings of the Board or of a committee by any means of communication by which all persons participating may simultaneously hear one another (for example, by conference telephone or videoconference). Participation by such means remains subject to the other provisions of these Bylaws, and constitutes presence in person at the meeting for all purposes.
- 8.2. **Electronic Communications.** “Written” or “in writing” means that words have been reduced to a form capable of transmission in tangible form such as through the mail, or in electronic form such as email.
- 8.3. **Rules of Order.** The Board or a committee may adopt standing rules of order or rules of order as set forth in a parliamentary authority (such as Robert’s Rules of Order) to govern their respective meetings. Unless such rules of order have been expressly adopted, the body may conduct its meeting in any reasonable manner. The person presiding over a meeting shall determine the manner of conducting that meeting unless those present at the meeting determine by majority vote to adopt rules of order.
- 8.4. **Waiver of Notice.** A person who attends a meeting waives any required notice unless they object to the lack of notice at the start of the meeting, or before the vote on any action not noticed as required and do not vote for or assent to the objected action. In addition, a person entitled to notice may waive it in writing. A written waiver may occur before or after the time a person entitled to notice would otherwise be entitled to receive it. When waived according to this Section, waiver of notice is deemed the equivalent of giving the same notice.
- 8.5. **Records.** The Secretary shall keep correct and complete accounting records and minutes of its proceedings. A Director or their attorney may inspect the Association’s records for any proper purpose at any reasonable time.
- 8.6. **Fiscal Year.** The fiscal year of the Association shall be the calendar year.

9. Symposia and Journal

- 9.1. **Symposia.** The Association shall endeavor to organize and conduct biennial national symposia on science and technology topics of interest to the Association and its members. The overall responsibility shall rest with the Board. The

registration fees for the biennial national symposia and any discounts or privileges for Members shall be set by the Board.

9.2. Journal. The Association shall endeavor to solicit, organize, and publish peer-reviewed articles on scientific and technological topics of interest to the Association and its members in an online journal. The Association's journal shall provide open access to articles for Association members as soon as possible and for the general public after a one-year embargo. The overall responsibility for the Association's journal shall rest with an Editorial Board that is to be appointed by the Board.

10. Indemnification.

10.1. Definitions.

10.1.1. An "Action" means any threatened, pending, or completed civil, criminal, administrative, or investigative action or proceeding.

10.1.2. An "Indemnified Person" means any person who was, is, or is threatened to be made a party to an Action by reason of the fact that they are or were a Director, Officer, employee, or agent of the Association, or is or was serving at the Association's request as Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise.

10.1.3. A "Loss" means expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with an Action.

10.2. Persons Eligible. Subject to Section 10.4, each Indemnified Person shall be and hereby is indemnified, without need of affirmative act by the Indemnified Person or the Board, against all Losses, if the Indemnified Person: (a) acted in good faith; (b) in the case of conduct in an official capacity with the Association, reasonably believed that their conduct was in the Association's best interests, and in all other cases, reasonably believed that their conduct was at least not opposed to the Association's best interests; and (c) in the case of a criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

10.3. Effect of Judgments, Etc. The termination of an Action by judgment, order, settlement, conviction, or plea of no contest or its equivalent does not create a presumption that the person so adjudged failed to meet the standard of conduct in Section 10.2. If a Director, Officer, employee or agent of the Association succeeds in defending against an Action on the merits or any other basis, they shall be indemnified against all Losses with respect to that Action.

10.4. Limitations. In any Action by or in the right of the Association, a person who is determined to be liable to the Association shall not be indemnified. In any Action,

a person who is determined to have received an improper personal benefit from the Association shall not be indemnified.

- 10.5. Cost of Defense.** The Association may pay expenses incurred in defending against an Action in advance of final disposition of the Action if: (a) the Indemnified Person affirms in writing that they have met the standard of conduct described in Section 10.2, and delivers the affirmation to the Association; (b) the Indemnified Person agrees in writing to repay to the Association any amounts advanced if it is ultimately determined that they did not meet the standard of conduct described in Section 10.2; and (c) the Board determines, based on the facts then known, that the Act does not preclude indemnification.
- 10.6. Insurance.** The Association may purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against the Indemnified Person in that capacity and arising out of status as an Indemnified Person, whether or not the Association would otherwise have the power to indemnify the person against that liability.
- 10.7. Procedure.** Indemnification of a Director will occur according to the procedures described in Section 21-19,101 of the Act. Otherwise, and subject to the limits described in this Article, an Indemnified Person may assert and proceed on the rights under this Article whenever the need arises.
- 10.8. Rights Nonexclusive.** Indemnification under this Article is non-exclusive of any other rights an Indemnified Person may have in any capacity. Other rights may arise from an agreement, vote of disinterested Directors, or in any other manner permitted by law.
- 10.9. Duration and Succession.** The right to indemnification under this Article continues as to an Indemnified Person who ceases to be a Director, Officer, employee, or agent of the Association, and inures to the benefit of any such person's heirs, executors, and administrators.

11. Contracts, Checks, Deposits, Gifts, and Investments.

- 11.1. Contracts.** The Board may authorize any Officer or agent of the Association to enter into agreements and execute documents on behalf of the Association. The Board may confer authorization generally, or limit it to specific instances.
- 11.2. Deposits, Checks, Etc.** The Board will select the bank or similar institution with whom the Association's funds will be deposited. All checks and similar instruments or evidence of amounts owed by the Association shall be signed by Officers or agents of the Association determined by resolution of the Board. If the Board does not make such a determination, the Treasurer shall execute checks and similar instruments, and other evidence of amounts owed.

11.3. Investments. The Association may retain securities or property acquired in any manner and invest the funds it holds according to the judgment of the Board. The Association shall not be restricted to particular classes of investments except as required by law. However, the Association will not make an investment or take any actions that would result in a prohibited transaction or a denial of tax exemption under Code Sections 501, 503, or 170.

11.4. Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Association. The Board may not delegate its gift acceptance authority in whole or in part, conditionally or unconditionally.

12. Dissolution. No Director, Officer, Member, or other private person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association. After all debts have been satisfied, any assets then remaining in the hands of the Board shall be distributed as provided in the Articles of Incorporation.

13. Amendments

13.1. These Bylaws may be amended as provided in Section 13.1.1 **or** Section 13.1.2 below:

13.1.1. The amendment, as proposed, (a) is first considered by the President of the Association, (b) is studied by a committee appointed for that purpose by the President and the committee's recommendations are presented to the Board, (c) is approved by a favorable vote of majority of the Board, (d) is distributed in writing to all Members of record, with a ballot, an announced date for closing the ballot, and an explanation of the reasons for the proposed amendment, and (e) is approved by a majority vote of those Members voting through ballot. The counting of the ballots shall be entrusted to tellers appointed by the President. The approved amendment shall take effect after having been announced either at the Annual Meeting of the Members, or in an official publication of the Association.

13.1.2. The amendment is first submitted to the Secretary as a petition signed by at least twenty (20) percent of the Members of record at least sixteen (16) weeks in advance of the Annual Meeting of the Members. The Secretary shall then distribute the proposed amendment in writing at least six (6) weeks prior to the Annual Meeting of the Members, to all Members, along with (a) a ballot, (b) an indication that the proposed amendment is by petition, and (c) a review and written evaluation by the Board. An affirmative vote by a simple majority of those voting through ballot is required for approval. No ballot shall be counted unless received two (2) weeks prior to the Annual Meeting of the Members. The counting of the ballots shall be entrusted to tellers appointed by the President. The results of balloting shall be announced in a publication of the Association and at

the Annual Meeting of the Members. The approved amendment will take effect at the end of the Annual Meeting of the Members.

(Certificate of Adoption to follow.)

CERTIFICATE OF ADOPTION OF BYLAWS

As Secretary of North American Ellipsometry Association, I certify that these Bylaws constitute a complete copy of the Bylaws of the Association and were adopted by the Association's Board of Directors effective on the Effective Date.

Dr. Tino Hofmann, Secretary