

BYLAWS
of the
OPTICS and ELECTRO-OPTICS STANDARDS COUNCIL
Revised March 17, 2021

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Article I. Name

Section 1. The name of the organization shall be the Optics and Electro-Optics Standards Council (OEOSC).

Article II. Objectives

Section 1. The objectives of the Council shall be;

- a) To provide a unified, coherent voice for the U.S. optics and electro-optics industry by establishing, maintaining, and advancing U.S. and international optics and electro-optics standards.
- b) To facilitate the development of U.S. standards as administered by the ANSI "OP" Committee and by TC172 of ISO for the benefit of the U.S. optics and electro-optics industry.

Article III. Membership

Section 1. Within the Council, there shall be the following membership classifications:

Corporate Sponsor, Trade Association/Professional Society, Company/Corporation, and Self Employed/Academic/Individual. In addition, experts and individuals can be named as fellows.

Section 2. Corporate Sponsorship of the Council is available to any U.S. entity that is engaged in the optics or electro-optics industry and pays scheduled yearly participation fees. One designated representative of the Corporation shall have full voting rights in all organization actions.

Section 3. Trade Association/Professional Society membership in the Council is available to any U.S. based trade association or professional society that is involved in optical and/or electro-optical technologies and pays scheduled yearly participation fees. The designated representative of the organization shall have full voting rights in all organization actions.

Section 4. Company/Corporate membership in the Council is available to any company or corporation that is engaged in the optics and/or electro-optics industry and pays scheduled yearly participation fees. A designated representative of the Company/Corporation shall have no voting rights in organization actions, but may participate as a voting member of ASC OP and/or offer experts to the TAG to TC172.

Section 5. Self Employed/Academic/Individual membership in the Council is available to any U.S. academic or individual that is involved in optics or electro-optics and pays scheduled yearly participation fees. Self Employed/Academic/Individual members shall have no

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voting rights in organization actions, but may participate as a member of ASC OP and/or as an expert to the TAG to TC172.

Section 6. A member of the Board of Directors may nominate any expert or individual to become a Fellow of the organization, subject to approval of a majority vote of the OEOSC voting membership. Such a Fellow has no voting rights in organization actions, but may participate as a member of ASC OP and/or as an expert to the TAG to TC172.

Section 7. Each Corporate Sponsor, Trade Association and Professional Society member shall have a designated voting representative and one or more designated alternates.

Section 8. Applications for membership shall be made to the organization via the website. Only upon action of the Executive Director and payment of participation fees shall a candidate be admitted to membership. Decisions may be appealed to the Board of Directors. Note that ASC OP and the TAG to TC172 may have additional requirements for participation.

Section 9. Termination of Membership

- a) Any member in good standing may resign from the OEOSC by submitting a written resignation or email to the Chairman. Such resignation shall be effective as of the date received.
- b) The Board of Directors may recommend, in writing to the voting membership, that any member be expelled from the Council for conduct contrary to the objectives of the organization.
- c) After having given the member an opportunity to be heard in his/her own defense at the next business meeting following such recommendation to the membership, the membership shall vote on the question of whether the member shall be expelled. A quorum is required, and two thirds affirmative vote by those present shall be necessary to expel a member.
- d) Any member that resigns or is expelled shall forfeit any and all rights and privileges in the affairs and/or property of the organization including participation fees paid.

Article IV. Participation Fees

Section 1. Participation fees shall be at rates established by majority vote of the voting membership. For the purpose of participation fees, the fiscal year shall begin on January 1.

Section 2. The Board of Directors may expel members for failure to pay dues within sixty (60) days of the unpaid invoice.

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Article V. Meetings

Section 1. One meeting each year shall be designated as the Annual Meeting. It shall take place sometime during the first five months of the calendar year.

Section 2. Meetings can be in person, by conference call, or by video conferencing. Meetings shall be held at such time and place as determined by the Chairman. At least thirty (30) days notice shall be given to members prior to each business meeting via the web site and email.

Section 3. Five (5) voting members may call a special meeting of the Council. At least thirty (30) days notice shall be given to the membership via the web site and email. At such special meetings, no business shall be transacted which is not specified in the notice of the meeting.

Section 4. No fewer than three (3) days prior to each meeting, all Members shall be notified regarding the date, time, and place of such meeting and the general nature of the business to be transacted. Notification will be accomplished by hand delivering to the Member or by mailing it postage prepaid, or emailing it to the Member at the address designated in writing in the Councils records.

Article VI. Board of Directors

Section 1. The governing body of the Council shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Council, its committees, and publications; shall determine its policies or changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to individual members of the Board of Directors.

Section 2. The Board of Directors shall consist of the Chairman, Chairman-elect, Treasurer, Secretary, the immediate Past Chairman who shall automatically serve as a director for two years following his/her term as Chairman, and the elected Directors. The Executive Director and TAG Administrator shall be nonvoting ex-officio members.

Section 3. The number of Directors constituting the Board of Directors shall be not less than three (3) or more than twelve (12). It is expected that there will be three (3) elected Directors at-large. If additional directors are required, the Chairman will create additional positions subject to approval by the Board of Directors.

Section 4. The elected Directors shall take office at the close of the Annual Meeting and shall hold office for a two year term, or until their successors are elected and installed.

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Section 5. The membership shall elect the Directors from all members in good standing. Each Director may be appointed as Chair of a committee by the Chairman.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 7. The usual Parliamentary rules as laid down in "Robert's Rules of Order Revised" shall govern all deliberations when not in conflict with these bylaws.

Section 8. Meetings of the Board of Directors shall be called by the Chairman with adequate notice of such meetings to each officer and Director. Meetings of the Board of Directors may be in person, by teleconference, or by video conference, at the Chairman's discretion. The Chairman shall, at the written or emailed request of two (2) members of the Board of Directors, issue a call for a special meeting of the Board of Directors.

Section 9. Officers and Directors have voting privileges. The type of membership of the person filling the position does not restrict his or her right to vote.

Section 10. The Board of Directors may vote in person, by videoconference, by teleconference, or email ballot. A majority of the entire Board of Directors must vote in favor of the issue presented in order for it to be approved.

Section 11. Any vacancy occurring on the Board of Directors between Annual Meetings shall be filled as stated in Article VII, Section 7. In the event that the vacant position was not held by an officer of OEOSC, the Director so appointed to fill the vacancy shall serve only until the next Annual Meeting of the organization; at which time the members shall elect a Director to serve the unexpired term remaining.

Section 12. The Board of Directors may, at its discretion, by a vote of two-thirds of its members, remove any officer or Director.

Section 13. The organization indemnifies any officer or Director against expenses actually and necessarily incurred by him/her in the defense of any action, suit, or proceeding in which he/she is made a party by reason of having been an officer or Director of the organization, except in relation to matters as to which he/she shall be adjudged in such action, suitor proceeding to be liable for negligence or misconduct in the performance of duty.

Section 14. Resignations: Any Director may resign at any time by giving written notice to the Chairman or the Secretary. If any Director fails to attend three (3) consecutive meetings of the Board without excuse considered satisfactory by the Chairman, he/she shall be deemed to have resigned.

Section 15. Conflict of Interest: The Council shall have a conflict of interest policy to protect its interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of the Council.

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Article VII. Officers and Duties

Section 1. Officers of the Council shall be elected from all members in good standing. There shall be a Chairman, Chairman-elect, Treasurer, and Secretary

Section 2. The elected officers shall take office at the close of the Annual Meeting and shall hold office for a two (2) year term or until their successors are elected and installed.

Section 3. The Chairman shall be chief elected official of the organization and will preside at all membership, business, and Board of Director meetings. The Chairman shall not vote unless a tie exists. The Chairman shall appoint a suitable person or persons, with approval of the Board, who will receive and deposit all monies sent to the organization. These person(s) shall be bonded.

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

Section 5. The Treasurer shall be bonded and responsible for receiving all bills and the disbursement of all funds of the organization, as well as receive and deposit all monies sent to the organization. He/she shall submit an annual budget as stated in Article XII, Section 2. Status reports shall be presented at each business meeting of the organization. With the exception of Board approved budget items, all checks and commitments for amounts over \$500.00 shall be voted on, prior to payment, by the Board of Directors. The Chairman shall appoint a suitable person, with approval of the Board, who will also have access to the organization accounts to serve in the event that the Treasurer is not able to do so. This person shall be bonded.

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

Section 7. Any vacancy occurring through resignation or inability of any officer to serve shall be filled by election by the remaining members of the Board of Directors; except that in the case of the Chairman, the successor shall be the Chairman-elect.

Article VIII. Contracted Services

Section 1. The Board of Directors is empowered to retain such services and legal counsel as may be necessary to carry out the function of the organization.

Section 2. By vote of the Board, the Council may employ the services of an Executive Director whose charge will be to assist the Council in meeting its purpose as stated in these Bylaws. The Executive Director is appointed by, and serves at the pleasure of, the Board of Directors. The Executive Director reports directly to the Chairman and is responsible for executing the decisions of the Board.

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Section 3. The Legal Counsel of the organization shall attend to and act on behalf of the organization in all matters requiring legal services.

Section 4. The Executive Director and his/her assistant shall receive a fee, the amount to be determined annually by the membership. Contracted service providers will submit a bill for services rendered as necessary. Fees for other individuals will be decided on a case-by-case basis by the Board of Directors and voted on by the membership.

Article IX. Voting

Section 1. Election of Directors of the organization shall be by written, video conference, email, or in person ballot pursuant to the procedures established in Article X.

Section 2. Voting:

- a) Every Corporate Sponsor, Trade Association, and Professional Society designated representative shall be entitled to cast one (1) vote in any matter voted on by the OEOSC membership or in any election of Director.
- b) Unless otherwise provided, any matter may be submitted to the membership by the Chairman or Board of Directors for a vote at any business meeting (in person, teleconference, or video conference) or by thirty (30) day email ballot in lieu of a meeting.
- c) Unless otherwise provided, any election or other matter voted on by the membership shall be decided by a simple majority of the votes cast.
- d) In the event of a tie on any issue other than elections, the Chairman will cast the deciding vote.

Section 3. Quorum: Unless otherwise provided, a majority of voting members shall constitute a quorum of members.

Section 4. Proxy Voting: Officers and Directors may submit a proxy to the Executive Director at least three (3) days before a meeting to authorize the Chairman to cast any vote at a Board meeting on behalf of the person submitting the proxy. The proxy will be counted toward the meeting quorum.

Article X. Nominating Committee

Section 1. At the first Board of Directors meeting after the Annual Meeting, the Chairman, with approval of the Board of Directors, shall name a Nominating Committee consisting of three (3) members.

Section 2. Written ballot election procedures:

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- a) At least thirty (30) days prior to the Annual Meeting of the organization, the Nominating Committee shall present to the membership a report consisting of nominations of one or more candidates for each office and directorship to be filled. The report shall include an outline of procedures to be followed for additional nominations.
- b) Additional nominations for any office or directorship shall be made by email petition addressed to the Nominating Committee Chairman. Such petitions must be received by the Nominating Committee Chairman prior to the Annual Meeting.
- c) At the close of the nomination period, the Nominating Committee Chairman shall report the nominations to the Chairman and the Board of Directors.
 1. If there is only one nominee for any office or directorship, the Chairman shall direct the Secretary to cast a unanimous ballot for said officer or Director.
 2. Voting members who wish to cast a ballot but cannot attend the meeting may do so by email. Completed email ballots must be received by the Secretary at least two (2) days prior to the Annual Meeting to be valid and shall provide notice of said requirement.
 3. In the event of a tie in any election, the Board of Directors shall elect, by simple majority vote, one of the candidates involved to fill the office or directorship in question. In the event of a tie of the Board of Directors, the Chairman will cast the deciding vote.

Article XI. Committees

Section 1. The Chairman shall establish such committees, subcommittees, or task forces as are necessary.

Section 2. An elected Director or officer, or any member in good standing, may be appointed to chair a committee by the Chairman.

Article XII. Financing

Section 1. The fiscal year of the organization shall begin on January 1

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

Section 3. The Treasurer shall furnish to the membership, at the Annual Meeting following the end of the fiscal year (Dec 31) a financial report for the fiscal year just ended.

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Section 4. The accounts of the organization may be audited as appropriate and at the direction of the Chairman. If conducted, the auditor shall be appointed by the Chairman with the approval of the Board of Directors, and shall provide a report to the Board of Directors. The results of the audit shall be reported to the membership at the Annual Meeting.

Article XIII. Dissolution

In the event of the dissolution or final liquidation of the Council, its remaining net assets shall be distributed to such nonprofit corporations or associations as are exempt from Federal Income Tax under section 501 (c)3 of the Internal Revenue Code as the Board of Directors in the exercise of its discretion may determine, and no part of such net assets may inure to the benefit of any individual member or person.

Article XIV. Amendments

These bylaws may be amended or repealed by two-thirds vote of the voting members present at any Annual Meeting duly called and regularly held, written notice of such proposed changes having been sent to members thirty (30) days prior to such meeting; or by a two-thirds vote of voting members by a thirty (30) day email ballot. Amendments may be proposed by the Board of Directors on its own initiative or upon petition of any five (5) voting members addressed to the Board of Directors. All such proposed amendments shall be presented by the Board of Directors to the membership with or without recommendation.