

BYLAWS OF INTERNATIONAL NUCLEAR TARGET DEVELOPMENT SOCIETY

ARTICLE I DEFINITIONS

Section 1.01 For the purpose of these Bylaws:

- (a) “Board” refers collectively to the Board of Directors.
- (b) “Corporation” refers to the International Nuclear Development Society.
- (c) “Director” refers individually to the elected members of the Board.
- (d) “Executive Board” refers collectively to the Directors and the Officers.
- (e) “Members” refers to the membership of the Corporation.
- (f) “Officers” refers to the Board-appointed leaders of the Corporation.

ARTICLE II NAME AND OFFICES

Section 2.01 The name of the organization is “International Nuclear Target Development Society”.

Section 2.02 The principal office of the Corporation shall be located in the State of Tennessee. The Corporation may also have other offices within and without the State of Tennessee as the board of directors may from time to time determine or the operations of the Corporation may require.

ARTICLE III PURPOSE

Section 3.01 The purposes of the Corporation shall be to:

- (a) Disseminate the knowledge and innovations in target making.
- (b) Create a platform of communication among people interested in making targets used in nuclear research and other applications.
- (c) Promote and coordinate research and education in target techniques and applications.

(d) Determine and further recommendations of standards of target technology to existing institutions worldwide.

ARTICLE IV MEMBERS

Section 4.01 Membership. Membership in the Corporation shall be open to all interested in the science and technology of target fabrication.

Section 4.02 Classes of Membership. The Corporation shall have three (3) classes of Members.

(a) *Regular Members:* Regular membership shall be open to all interested in the science and technology of target fabrication and carry all the rights and privileges as well as duties towards the INTDS. Applications are made to the Treasurer and subject to the approval of the Board.

(b) *Sustaining Members:* Sustaining membership shall be open to institutions and companies. Each sustaining member shall have a single vote, with equivalent status to that of a regular member, through a properly designated representative. As a privilege, they may place an advertisement in the Corporation newsletter. Applications are made to the Treasurer and subject to the approval of the Board.

(c) *Emeritus Members:* Emeritus membership is a privilege endowed upon long-standing members, acknowledging their service to the INTDS. Nominations are made to the Board. Emeritus membership status is subject to the approval of the Board and will be reaffirmed every four years during the Executive Board meeting at the Biennial Conference.

Section 4.03 Membership Dues. All members shall pay to the Corporation biennial dues as fixed by the Board. The Board will reaffirm the dues every four (4) years.

Section 4.04 Annual Meeting. The annual meeting of the Members for the transaction business as may come before the Members, shall be held at the place, time, and date, as may be fixed by the Board, or, if not so fixed, as may be determined by the President (the “**Annual Meeting of the Members**”). The Board may, in its sole discretion, determine that the Annual Meeting of the Members be held solely by means of electronic communication, as more fully set forth in Section 4.06.

Section 4.05 Special Meetings. Special meetings of the Members shall be held whenever called by resolution of the Board, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote. The Secretary, upon receiving written demand or resolution, shall promptly give notice of such meeting as provided in Section 4.07, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The President shall preside at the meetings of the Members, or in the absence of the President, the Vice President shall preside. The Secretary shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary

shall be chosen by the Members present. The Board may, in its sole discretion, determine that the meeting be held solely by means of electronic communication, as more fully set forth in Section 4.06.

Section 4.06 Electronic Communication. If the Board, in its sole discretion, determines that the Annual Meeting of the Members or any special meetings of the Members be held solely by means of electronic communication, the platform or service of such meeting shall be the place of the meeting. If the meeting is to be held at a physical location, the Board may, in its sole discretion, authorize Members not physically present, in person, at such meeting to participate in the proceedings of such meeting and/or vote with respect to matters submitted to the Members at such meeting by means of electronic communication. A Member participating in a Members' meeting by such means is deemed to be present in person at the meeting.

Section 4.07 Notice of Meetings. Written or electronic notice of each Member meeting shall be given by electronic transmission to each Member entitled to vote at such meeting not less than ten (10) days nor more than two (2) months before the date of the meeting. The notice shall state (i) the place, date, and hour of the meeting, (ii) the means of electronic communications, if any, by which Members may participate in the proceedings of the meeting and vote at such meeting, and (iii) unless it is the Annual Meeting of the Members, the purpose or purposes for which the meeting is called and indicate that the notice is being issued by or at the direction of the person or persons calling the meeting.

Section 4.08 Quorum. At all meetings of Members, ten percent (10%) of the Members eligible to vote present in person, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present.

Section 4.09 Voting. Except as otherwise provided by statute or these bylaws, the vote of a majority of the Members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person, shall be entitled to one (1) vote. The eligibility of voting rights shall be set by the Board thirty (30) days before the date of the meeting.

Section 4.10 Actions Requiring Vote of Members. The following actions may not be taken without the approval of the Members:

- (a) A plurality of the votes cast at a meeting of the Members is required for the election of Directors.
- (b) Two-thirds (2/3) of the votes cast at a meeting of the Members is required for (i) any amendment of the Articles of Incorporation, (ii) disposing of all, or substantially all, of the assets of the Corporation, (iii) approval of a plan of merger, (iv) authorization of a plan of non-judicial dissolution, or (v) revocation of a voluntary dissolution proceeding.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 Powers and Number. The affairs and property of the Corporation shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and these Bylaws. The number of Directors shall be at least three (3) but no more than seven (7). The Directors should represent the geographic diversity of the Membership.

Section 5.02 Election and Term of Office. Directors shall hold office for a term of four (4) years and each shall serve for such term and until the election and qualification of a successor, or until such Director's death, resignation, or removal. Directors may be elected to any number of consecutive terms.

Section 5.03 Qualification for Directors. Each Director shall be at least 18 years of age and be an active member of the INTDS.

Section 5.04 Newly Created Directorships and Vacancies. Vacancies occurring for any reason, including any vacancy resulting from an increase in the authorized number of Directors, or by reason of the death, resignation, or removal of a Director, may be filled at any meeting of the Board by the vote of the majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. Each Director so elected shall serve until the next Meeting of the Members or until such Director's successor is elected or appointed and qualified.

Section 5.05 Removal. Any Director may be removed at any time with or without cause at a regular or special meeting called for that purpose by a majority of the Members.

Section 5.06 Resignation. Any Director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

Section 5.07 Meetings. The annual meeting of the Executive Board shall be held at such times and places as may from time to time be fixed by the Executive Board or may be specified in a notice of meeting. Special meetings of the Executive Board may be held at any time upon the call of the President or as determined by the Executive Board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 5.08 Notice of Meetings. Notice of a meeting may be sent by electronic mail directed to each Director at his or her contact information as it appears on the records of the Corporation. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each Director not less than ten (10) days before such meeting. Notice of a special meeting of the Board must be given to each Director not less than ten (10) days

before such meeting. Notice of a regular or special meeting need not be given to a Director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to such Director.

Section 5.09 Quorum. At each meeting of the Board, except as otherwise provided by law or these Bylaws, the presence of a majority of the Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any Directors who were not present at the time of the adjournment.

Section 5.10 Action by the Board. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the vote of a majority of the Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board. A decision to make the vote anonymous must be decided prior to the vote; a single member of the board requesting to vote anonymously will trigger an anonymous vote.

Section 5.11 Meeting by Remote Communication. Any one or more members of the Board or any committee may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that 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.

Section 5.12 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee may be taken without a meeting if a major of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents shall be documented with the minutes of the proceedings of the Board or such committee.

Section 5.13 Compensation. The Corporation shall not pay compensation to Directors for services rendered to the Corporation in their capacity as Directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A Director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from his or her responsibilities as a Director when so authorized by a majority of the Directors then in office and in accordance with Section 10.01 of these Bylaws.

ARTICLE VI COMMITTEES

Section 6.01 Committees. The Executive Board may designate committees of the Executive Board consisting of three (3) or more Directors/Officers. Each committee shall have such authority as the Board shall by resolution provide, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies on the Board or in any committee.
- (b) The amendment or repeal of the Bylaws, or the adoption of new Bylaws.
- (c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (d) Any other matter prohibited by the Tennessee Nonprofit Corporation Act.

Section 6.02 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the committees of the Executive Board shall be subject at all times to the directions of the Board.

ARTICLE VII OFFICERS, EMPLOYEES, AND AGENTS

Section 7.01 Officers. The officers of the Corporation (the “**Officers**”) shall consist of at least a President, a Vice-President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers as it may determine.

Section 7.02 Election, Term of Office, and Qualifications. The Vice-President, Secretary, Treasurer and other appointed officers shall be appointed every four years by a majority vote of the Board at the annual meeting of the Executive Board. The Vice-President will subsequently become President of the corporation upon the fulfillment of the current President’s four-year term. Each Officer shall hold office until such Officer’s successor is appointed and qualified or until such officer’s earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an Officer, no Officer need be a Director. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board.

Section 7.03 Removal. Any Officer may be removed at any time, with or without cause, by a vote of a majority of the Board.

Section 7.04 Resignations. Any Officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 7.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 7.06 President. The President shall preside at all meetings of the Board and Members. The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain to the President’s office and shall keep the

Board fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of the President by the Board. The President has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board unless the Board shall specifically require an additional signature.

Section 7.07 Vice-President. The Vice-President shall serve as assistant to the President and shall act in the absence of the President.

Section 7.08 Secretary. The Secretary shall record and keep the minutes of all meetings of the Board and Members in books or electronic files kept for that purpose. The Secretary shall see that all notices and reports are given and served as required by law or these Bylaws. The Secretary shall perform all duties as usually pertain to the Secretary's office or as are properly required of the Secretary by the Board.

Section 7.09 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by the Treasurer on account of the Corporation. The Treasurer shall maintain the list of the Members. The Treasurer shall present at all reasonable times the Corporation's books of account and records to any of the Directors upon request. The Treasurer shall render a detailed statement to the Board of the condition of the finances of the Corporation at the annual meeting of the Board and shall perform such other duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board.

Section 7.10 Compensation. Any Officer, employee, or agent of the Corporation is authorized to receive reasonable compensation for services rendered to the Corporation when authorized by the Board, and only when so authorized and in accordance with Section 10.01 of these Bylaws.

ARTICLE VIII EXECUTION OF INSTRUMENTS

Section 8.01 Contracts and Instruments. The Board, subject to the provisions of Section 10.01 and the Corporation's Conflict of Interest Policy, may authorize any Officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 8.02 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 9.01 Mandatory Indemnification. The Corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director against reasonable expenses incurred by him or her in connection with the proceedings.

Section 9.02 Permissible Indemnification. The Corporation shall indemnify a Director or former Director, Officer, employee, or agent made a party to a proceeding because he or she is or was a Director, Officer, employee, or agent, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

Section 9.03 Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of (i) a written affirmation from the Director or Officer of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the Director or Officer to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.

Section 9.04 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify the person against the liability under these bylaws or the laws of the state of Tennessee.

Section 9.05 Changes in Tennessee Law. If there is any change of the Tennessee statutory provisions relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to Section 8.07, the Board is authorized to amend these Bylaws to conform to any such changed statutory provisions.

Section 9.06 Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any Director, Officer, employee, or agent of the Corporation for or with respect to any acts or omissions of the Director, Officer, employee, or agent occurring before the amendment or repeal.

Section 9.07 Impact of Tax-Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Corporation's status as a tax-exempt organization described in 501(c)(3) of the Code.

ARTICLE X GENERAL PROVISIONS

Section 10.01 Books and Records. The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Section 10.02 Annual Returns. The Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

ARTICLE XI INTERESTED PARTY TRANSACTIONS

Section 11.01 Interested Party Transaction. An "Interested Party Transaction" is any contract or other transaction between the Corporation and (a) any Director, (b) any family member of a Director, (c) any corporation, partnership, trust, or other entity in which a Director is a director, officer, or holder of a financial interest, (d) any Officer, (e) any family member of an Officer, or (f) any corporation, partnership, trust, or other entity in which an Officer is a director, officer, or holder of a financial interest.

Section 11.02 In any instance where the Corporation proposes to enter into an Interested Party Transaction it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy, attached to these Bylaws as Exhibit A.

ARTICLE XII NON-DISCRIMINATION

Section 12.01 In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XIII AMENDMENTS

Section 13.01 Amendment by the Board. These Bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the Board present at any meeting of the Board at which a quorum is present.

Section 13.02 Amendment by the Members. These Bylaws may be altered, amended, or repealed by the affirmative vote of two-thirds (2/3) of the Members present at any meeting of the Members at which a quorum is present.

EXHIBIT A: CONFLICT OF INTEREST POLICY

The approval of any transaction between the Corporation and one or more of its Directors or Officers, or any entity in which any of the Corporation's Directors or Officers are financially interested or stand to attain financial gain, shall not take place without full disclosure by the interested Director or Officer to the entire Board of Directors. The Director who has a financial interest shall not participate in any voting procedure on any matter on which the conflict of interest exists.

No transaction shall be either void or voidable solely because of such relationship or interest if (i) the material facts relating to the interested Director or Officer and the transaction are fully disclosed, (ii) the interested Director or Officer (and any person related to such Director or Officer by blood or marriage) recuses themselves from the meeting, and (iii) the disinterested members of the Board of Directors authorizes, approves, or ratifies the transactions by a vote sufficient for such purpose without counting the vote of the interested Director or Officer.