

BY-LAWS OF THE INTERNATIONAL NUCLEAR TARGET DEVELOPMENT SOCIETY, INC.

(As revised 1992)

ARTICLE I Principal Office

The principal office of the corporation shall be located in the City of Menlo Park, County of San Mateo, State of California, USA. The Board of Directors may from time to time change the location of the principal office from one location to another in this country.

ARTICLE II Membership

Section 1: Membership Classes

There shall be two classes of members, regular and sustaining. Regular membership shall be open to all interested in the science and technology of target fabrication and carry all the rights and privileges of the corporation.

Section 2: Sustaining Membership

Sustaining memberships may be established to provide supplemental income for the furtherance of the objectives of the corporation. Sustaining membership shall be open to institutions and companies. Each sustaining member shall have a single vote, equivalent to that of a regular member, through a properly designated representative. Applications are to be made to the Corresponding Secretary-Treasurer and subject to the approval of the Board.

Section 3: Non-discrimination

No person shall be excluded from membership because of race, creed, sex, sexual preference, handicaps, or political beliefs.

Section 4: Membership Fees

All individual members shall pay to the corporation biennial dues as fixed by the Board. A sustaining membership can be obtained for a fee as fixed by the Board, which entitles any designated person of the respective member corporation to attend functions of the Society and to receive correspondence relating to Society activities; this is not a fee in lieu of registration fees required at biennial world conferences.

Section 5: Liabilities of Members

No person who is now, or later becomes either a regular or sustaining member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of the corporation for payment.

Section 6: Termination of Membership

All interests of any member in the corporation or in its property or funds shall terminate and vest in the corporation upon ceasing to be a member, whether by death, resignation, or otherwise.

In the event a member becomes more than three months in arrears, the Corresponding Secretary-Treasurer shall, after notice, remove said member from good standing in the corporation and remove all privileges of membership until said member is reinstated by payment of past and current dues, or the Corresponding Secretary-Treasurer may take such other action as he/she deems appropriate.

Section 7: Meetings

There shall be a biennial meeting of the corporation held at such time and place as may be fixed by the Board of Directors, and other meetings may be called as provided in these by-laws. The Corresponding Secretary-Treasurer shall distribute to all members of record a written announcement of the biennial business meeting at least 12 weeks in advance of the meeting. The biennial business meeting shall normally be held in concurrence with a technical symposium organized or sponsored by the corporation. Fifteen members shall constitute a quorum at all meetings of the corporation.

ARTICLE III Board of Directors

Section 1: **Number of Directors**

The Board of Directors shall consist of seven members.

Section 2: **Quorum**

A majority of the members of the Board of Directors shall constitute a quorum.

Section 3: **Powers of Directors**

All corporate powers of the corporation to which the Board of Directors are entitled under the General Nonprofit Corporation Law of the State of California shall be exercised by them.

Section 4: **Election and Term of Office**

Directors shall be elected such that three or four will be elected every two years beginning in 1988. Each Director shall serve for four years.

Elections shall be conducted as follows: At each world conference, the incumbent President shall appoint a nominating committee which will provide names of candidates that will be elected to the Board of Directors at the next world conference. At least eight months prior to the world conference, the nominating committee shall provide a slate of one or more candidates for each current opening on the Board of Directors. In as far as possible, nominees shall be chosen so that the Board of Directors is composed of persons from the various constituent groups within the corporation with specific consideration of their geographic location. The names of the nominees will be communicated to the membership at least six months prior to the world conference. Additional nominations may be made by the membership in written form provided they are submitted not less than four months prior to the world conference. Members may write in their choice for any director.

Section 5: **Vacancies**

Vacancies in the Board of Directors shall be decided upon by a majority of the remaining directors then in office even though less than a quorum, or by the sole remaining director. A successor director so elected shall serve for the unexpired term of his/her predecessor.

Section 6: **Place of Meeting**

Regular meetings of the Board of Directors shall be held at any place, within or without the state, that has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of this designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place designated or at the principal office.

Section 7: **Organizational Meeting**

Immediately following each biennial meeting of members, the Board of Directors shall hold a regular meeting for the purposes of organization and the transaction of other business. No notice of such organizational meetings need be given.

Section 8: Other Regular meetings

Other regular meetings of the Board of Directors may be held without call on the second Wednesday of each month at the principal office of business, provided, however, that should that day fall on a legal holiday then the meeting shall be held at the same time on the next day that is not a legal holiday. No notice need be given of any regular meeting. The day, time, and place of regular meetings of the Board of Directors may be changed by a majority of the Board of Directors.

Section 9: Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any two directors.

Written notice of the time and place of the special meetings shall be delivered personally to each director or sent to each director by mail or by other form of written communication, charges prepaid, addressed to him/her, at his/her address as it is shown on the records of the corporation, or if it is not so shown on the records or not readily ascertainable, at the place at which the meetings of the directors are regularly held. The notice shall be mailed at least 14 days before the time of the holding of the meeting. Notification by telephone of directors' meetings must provide at least 72 hours notice.

The transactions of any meeting of the Board of Directors however called and noticed and wherever held, shall be as valid as though occurring at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice or consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10: Action Without a Meeting

Any action by the Board of Directors may be taken without a meeting if two-thirds of the directors individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 11: Removal

A director may be removed from office, for cause, by the vote of the majority of the directors of the membership.

Section 12: Compensation

The directors shall receive no compensation for their services as directors.

**ARTICLE IV
Officers**

Section 1: Offices

This corporation shall have the following officers: President, Vice-President, Corresponding Secretary-Treasurer, Recording Secretary, and Past President and such other officers as the Board of Directors may appoint. Officers may or may not be members of the Board of Directors.

Section 2: Election

The Board of Directors shall elect all officers of the corporation for the following terms:

President	4 years	
	Vice-President	4 years
Corresponding Secretary-Treasurer	4 years	

In addition, the immediate Past President will be retained as an officer and Board Member of the corporation for a period of two years without further election. The Vice-President will subsequently become President of the corporation upon fulfillment of the current President's four-year term. Continuation of this succession of Vice-President to President every four years will require the election by the Board of only the Vice-President, Corresponding Secretary-Treasurer, and Recording Secretary every four years.

Section 3: **Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Section 4: **President**

The President shall be the chief executive officer of the corporation with power to administer the decisions of the Board of Directors and shall preside at meetings of the members and directors and exercise general supervision, direction, and control of the business and affairs of the corporation with the power to take such action as may be necessary between meetings of the Board on all matters not solely within the jurisdiction of the Board of Directors.

Section 5: **Vice-President**

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

Section 6: **Corresponding Secretary-Treasurer**

The corresponding Secretary-Treasurer shall issue all notices, maintain the membership list, and perform such other duties as the Board may direct.

Section 7: **Recording Secretary**

The Recording Secretary shall keep complete and full minutes of the biennial meeting of the corporation and of the meetings of the Board of Directors and shall perform such other duties as the Board may direct.

ARTICLE V **Amendments**

Section 1:

These By-Laws may be amended as follows:

A. By proposals submitted to the President for consideration; second, is studied by a committee appointed for the purpose by the President, and the committee's recommendation presented to the Board of Directors; third, is approved by a favorable vote of a majority of the Board of Directors; fourth, 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; fifth, is approved by a majority vote of those members voting through letter 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 biennial business meeting of the corporation, or in an official publication of the corporation.

or:

B. Is first submitted to the Corresponding Secretary-Treasurer as a petition signed by a least 10% of the members of record at least sixteen weeks in advance of the regular biennial business meeting of the corporation. The Corresponding Secretary-Treasurer shall then distribute the proposed amendment in writing, at least six weeks prior to the next biennial business meeting of the corporation, to all members, along with (1) a ballot, (2) an indication that the proposed amendment is by petition, and (3) a critique by the Board of Directors. An affirmative vote by a

majority of those voting letter ballot is required for approval. No ballot shall be counted unless received two weeks prior to the biennial meeting. 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 corporation and at the biennial business meeting of the corporation. The approved amendment will take effect after the biennial business meeting.

ARTICLE VI **Miscellaneous**

Section 1: Special Committees

The President may appoint special committees as needs arise.

Section 2: Biennial World Conferences

The corporation shall endeavor to organize and conduct biennial World Conferences. The overall responsibility shall rest with the President, but the details may be delegated by him/her to the Program Committee. All Divisions and Sections shall cooperate with the Program Chair in providing a technical program of broad interest to all members of the corporation.

The registration fees for the biennial symposium shall be fixed by the Board in consultation with the sponsoring organization. Non-members must pay an additional fee set by the Board - this fee to be paid to the corporation by the sponsoring organization.

Section 3: Other fees

The corporation may charge fees for its services and publications as need arise.

Section 4: Divisions

The Board of Directors of the corporation may establish Divisions of the corporation for the purpose of better promoting its objectives in a specific field of target technology. Each Division shall be governed by an Executive Committee comprised of a Chair and such other Officers as are provided for by the Board. The Divisional Executive Committee shall submit to the Board of Directors a statement of Rules and Procedures which, when approved by the Board shall become the By-Laws of the Division.

Section 5: Chapters

The Board of Directors may establish one or more Chapters of the corporation in specific geographical areas when the aims and purposes of the corporation can be better promoted and coordinated in such areas by a local organization. Each Chapter shall be governed by an Executive Committee comprised of a Chair, Vice Chair, and such other officers as are provided for by the Board. The Chapters may have either a specialized or a broad technical interest in the science and technology of target fabrication. The activities of the Chapters shall be reviewed and coordinated by a Regional Administrative Group as established by the Board or, by the Board itself. The Chapter Executive Committee shall submit to the Board of Directors a statement of Rules and Procedures which, when approved by the Board, shall become the By-Laws of the Chapter. No Chapter shall act inconsistently with the corporation's Articles of Incorporation and By-Laws.

Section 6: Division and Chapter Chair

Chairs shall be appointed by the Board of Directors, or elected by vote of the membership of that unit.

Section 7: Parliamentary Law and Procedure

Any matter of Parliamentary Law or Procedure not specifically provided for in these By-Laws shall be governed by Robert's Rules of Order as published in the last revised edition.