

BYLAWS

OF

**INTERNATIONAL SOCIETY OF INFRARED, MILLIMETER,
AND TERAHERTZ WAVES**

TABLE OF CONTENTS

		<u>Page</u>
Article I	Name and Location of Offices	
Article II	Purposes	
Article III	Membership	
	Section 1.	Members
	Section 2.	Associates
Article IV	Directors	
	Section 1.	Powers
	Section 2.	Number of Directors
	Section 3.	Selection and Tenure of Office
	Section 4.	"Interested Person" as Director
	Section 5.	Removal of Director
	Section 6.	Resignation of Director
	Section 7.	Vacancies
	Section 8.	Place of Meetings
	Section 9.	Annual Meeting
	Section 10.	Special Meetings
	Section 11.	Notice of Meetings
	Section 12.	Quorum and Board Action
	Section 13.	Emergency Provisions
	Section 14.	Participation in Meetings by Conference Telephone
	Section 15.	Waiver of Notice
	Section 16.	Adjournment
	Section 17.	Action Without Meeting
	Section 18.	Right of Inspection
	Section 19.	Committees
	Section 20.	Fees and Compensation
	Section 21.	Annual Reports and Statements
Article V	Officers	
	Section 1.	Officers
	Section 2.	Election
	Section 3.	Subordinate Officers
	Section 4.	Removal and Resignation
	Section 5.	Vacancies
	Section 6.	Inability to Act
	Section 7.	Chairperson of the Board
	Section 8.	Vice Chairperson of the Board
	Section 9.	President
	Section 10.	Vice President

	Section 11.	General Secretary
	Section 12.	Treasurer/Chief Financial Officer
	Section 13.	Salaries
Article VI		Use of Electronic Transmissions
Article VI		Receipt and Disbursement of Funds
	Section 1.	Receipt of Funds
	Section 2.	Disbursement of Funds
Article VII		Additional Provisions
	Section 1.	Validity of Instruments Signed by Officers
	Section 2.	Authority of Officers and Agents
	Section 3.	Representation of Shares of Other Corporations
	Section 4.	Construction and Definitions
	Section 5.	Amendments
	Section 6.	Instruments in Writing
	Section 7.	Maintenance of Articles, Bylaws and Records
	Section 8.	Indemnification

Certificate of General Secretary

BYLAWS
OF
INTERNATIONAL SOCIETY OF INFRARED, MILLIMETER,
AND TERAHERTZ WAVES

A California Nonprofit Public Benefit Corporation

ARTICLE I
NAME AND LOCATION OF OFFICES

The name of this corporation is INTERNATIONAL SOCIETY OF INFRARED, MILLIMETER, AND TERAHERTZ WAVES. It is a California nonprofit public benefit corporation with a principal office in the County of Los Angeles, State of California.

The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another.

ARTICLE II
PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purpose of this corporation is to promote the worldwide collection, dissemination and exchange of scientific and technical knowledge in the areas and disciplines involving infrared, millimeter, and terahertz waves. Activities include, but are not limited to: (1) organizing, overseeing and maintaining the International Conference on Infrared, Millimeter, and Terahertz Waves, (2) promoting and interacting with the Journal of Infrared, Millimeter, and Terahertz Waves and the IEEE Transactions on Terahertz Science and Technology and (3) serving as a host organization and distribution agency for the executors of the Kenneth J. Button Prize.

ARTICLE III
MEMBERSHIP

This corporation shall have no voting members.

ARTICLE IV

DIRECTORS

Section 1. Powers.

Subject to any limitations contained in the Articles of Incorporation, the Rules and Operations Manual, and these Bylaws and of the pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of this corporation shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the activities of the corporation to a management company or other person or persons, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws and in the Rules and Operations Manual:

(a) To select and remove all the officers, agents and employees of the corporation, prescribe such duties for them as may be consistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in the Board's discretion require from them security for faithful service.

(b) To make such disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as more fully set out in the Articles of Incorporation and The Rules and Operations Manual thereof and generally to conduct, manage and control the activities and affairs of the corporation and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

(e) To change the principal executive office or the principal business office from one location to another; to cause the corporation to be qualified to do business in any other state, territory, dependency, or country and to conduct business within or outside the State of California; and to designate any place within or outside the State of California for the holding of any meeting or meetings.

Section 2. Number of Directors.

The number of directors of the corporation shall be not less than fifteen (15) nor more than forty (40), with the exact number of directors to be fixed, within the limits specified, by approval of the Board and detailed in the Rules and Operations Manual.

Section 3. Selection and Tenure of Office.

The directors shall be elected by the Board on a rotation basis as defined in the Rules and Operations Manual. One-sixth (1/6) of the directors, or as close to one-sixth (1/6) as is possible, shall be elected at each annual meeting of the Board. Each director shall hold office for a term of six (6) years. If an annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of directors held for that purpose. Upon the initial adoption of these Bylaws, the directors shall be elected for terms of one (1), up to six (6) years as determined by the current elected Chair in consultation with the current elected General Secretary in order to begin the rotation basis for the Board. The term of office for each director shall begin at the conclusion of the meeting at which he or she is elected and shall continue for the elected term until the conclusion of the annual meeting (or special meeting held for the purpose of the election of directors) in the year in which his or her term ends and until a successor has been elected and qualified.

Section 4. "Interested Person" as Director

Any other provision of these Bylaws notwithstanding, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons.

For the purpose of this Section, "interested persons" means either: (1) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5. Removal of Director

Any director may be removed from the Board subject to the provisions of the California Nonprofit Public Benefit Corporation Law.

Section 6. Resignation of Director.

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chairperson of the Board, and General Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 7. Vacancies.

Vacancies on the Board may be filled by the Chairperson of the board with approval of the Board (pursuant to Section 5032 of the California Corporations Code) or as outlined in the Rules and Operations Manual, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice and waivers of notice

complying with Section 5211 of the California Corporations Code, or (3) a sole remaining director. Each director so elected shall hold office until the expiration of the term of office of the replaced director and until a successor has been elected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of any court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with Section 5230) of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 8. Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting of the Board may be held at any place within or without the State of California which has been heretofore designated for that purpose by the Board.

Section 9. Annual Meeting.

The annual meeting of the Board shall be held at the designated annual conference site, generally in the third quarter of each calendar year, and shall be called by the Board, the Chairperson of the Board or the President and noticed in accordance with the provisions of this Article and prescribed in the Rules and Operations Manual.

Section 10. Special Meetings.

Special meetings of the Board may be called by the Chairperson of the Board, or the President or any Vice-President or the General Secretary or any two directors or by the Board.

Section 11. Notice of Meetings.

Meetings of the Board shall be held upon not less than four days' notice by first-class mail or forty-eight hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each director or at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for such purpose of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Section 12. Quorum and Board Action.

A majority of the directors in office shall constitute a quorum, provided that said majority of the directors in office shall constitute at least either one-third of the authorized number of directors approved by the Board (in accordance with Section 2 of this Article) or at least two directors, whichever is larger, or unless the authorized number of directors approved by the Board is only one. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors, if any, who were not present at the time of the adjournment. Except as the Articles of Incorporation, the Rules and Operations Manual, these Bylaws and the California Nonprofit Public Benefit Corporation Law may provide, the act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles, the Rules and Operations Manual, these Bylaws or by law.

Section 13. Emergency Provisions.

(a) Emergency. The emergency bylaw provisions of this section are adopted in accordance with Corporations Code Section 5151(g). Notwithstanding anything to the contrary herein, this section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in these Bylaws:

(1) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;

(2) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(3) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including but not limited to, mass evacuations; or

(4) A state of emergency proclaimed by the Governor of the state in which one or more directors are residents, or by the President of the United States.

(b) Emergency Actions. During an emergency, the Board may

(1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;

(2) Relocate the principal office or authorize the officers to do so;

(3) Give notice to a director or directors in any practicable manner under the circumstances, including but not limited to, by publication and radio, when notice of a meeting of the Board cannot be given to that director or directors in the manner prescribed by these Bylaws; and

(4) Modify the procedures for calling a Board meeting, quorum requirements for a Board meeting, a designation of additional or substitute directors; and

(5) Deem that one or more officers present at a board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency, the Board may not take any action that is not in this corporation's ordinary course of business. Any actions taken in good faith during an emergency under this Section may not be used to impose liability on a director, officer, employee or agent.

Section 14. Participation in Meetings
by Conference Telephone.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or other communications equipment, so long as all of the following apply (note that voting on any issue requires the member to be present at the meeting and part of the meeting quorum):

(a) Each member participating in the meeting can communicate with all of the other members concurrently.

(b) Each member is provided the means of participating in all matters before the Board, except direct voting, including the capacity to propose, or to interpose an objection, to a specific action to be taken by this corporation.

(c) This corporation adopts and implements some means of verifying both of the following:

1) A person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board meeting.

2) All statements, questions, or actions, were made by that director and not by another person not permitted to participate as a director.

Section 15. Waiver of Notice.

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or to a director who attends the meeting without protesting, before or at its commencement about the lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 16. Adjournment.

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 17. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action; provided, however, that the consent of any director who has a material financial interest in a transaction to which this corporation is a party and who is an "interested director" (as defined in California Corporations Code Section 5233) shall not be required for approval of that transaction. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 18. Right of Inspection.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this corporation.

Section 19. Committees.

The Chairperson may establish committees with the approval of the Board by quorum vote, and the members of the committees shall be appointed by the Chairperson. A committee shall have such powers of the Board as may be expressly delegated to it by resolution of the Board, except with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members, regardless of whether this corporation has members;

(b) The filling of vacancies on the Board or on any committee;

- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporations Code.

The Chairperson of the Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 20. Fees and Compensation.

Directors shall not receive compensation for their services as directors. Directors may receive reimbursement for expenses as may be fixed or determined by the Board and may serve the organization in some other capacity for which compensation is paid.

Section 21. Annual Reports and Statements.

If required by Sections 6321 and 6322 of the California Nonprofit Public Benefit Corporation Law, the Board shall cause a report and a statement of certain transactions and indemnifications to be sent annually to the directors of this corporation.

ARTICLE V

OFFICERS

Section 1. Officers.

The officers of the corporation shall be a Chairperson of the Board or a President or both, a vice-Chairperson, a General Secretary and a Treasurer/Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, except that neither the General Secretary nor

the Chief Financial Officer may serve concurrently as the President or the Chairperson of the Board.

Section 2. Election.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Officers shall hold their office until they resign, are removed, or become otherwise disqualified to serve, or until their successor is elected and qualified as specified in the the Rules and Operations Manual.

Section 3. Subordinate Officers.

The Board of Directors may appoint, and may empower the President to appoint, such officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws, the Rules and Operations Manual or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation.

Any officer may be removed, either with or without cause by the process specified in the Rules and Operations Manual, by a majority of the directors then in office, at any meeting of the Board by a 3/5 majority of those present assuming a quorum is met, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the President, or to the General Secretary of the corporation. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws, the Rules and Operations Manual for election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Inability to Act.

In the case of absence or inability to act of any officers of the corporation and of any persons herein authorized to act in their place, the Board may from time to time delegate the powers or duties of such officers to any other officers, or any directors or other persons whom the Board may select.

Section 7. Chairperson of the Board.

The Chairperson of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board, the Rules and Operations Manual, or the Bylaws.

Section 8. Vice Chairperson of the Board.

The Vice Chairperson of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board in the absence of the Chairperson of the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board, the Rules and Operations Manual or the Bylaws.

Section 9. President.

Subject to such supervisory powers, if any, as may be given by the Board to the Chairperson of the Board or the Vice Chairperson of the Board, if there be such officers, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board, have general supervision, direction and control of the activities and officers of the corporation. In the absence of the Chairperson of the Board and the Vice Chairperson of the Board, or if there are none, he or she shall preside at all meetings of the Board. He or she shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board, the Rules and Operations Manual, or the Bylaws.

Section 10. Vice President.

In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board, or if not ranked, the Vice President designated by the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as may be prescribed for them respectively by the Board, the Rules and Operations Manual or the Bylaws.

Section 11. General Secretary.

The General Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Board and its committees, with the time and place of holding, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof as specified in the Rules and Operations Manual. The General Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The General Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws, the Rules and Operations Manual, or by law to be given, shall cause the seal of the corporation to be kept in safe custody, and shall have

such other powers and perform such other duties as may be prescribed by the Board, the Rules and Operations Manual, or the Bylaws.

Section 12. Treasurer/Chief Financial Officer.

The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all corporate transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board, the Rules and Operations Manual, or the Bylaws.

Section 13. Salaries.

The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the corporation.

ARTICLE VI

USE OF ELECTRONIC TRANSMISSIONS

This corporation is authorized to use electronic communications, as permitted by California Corporations Code Sections 20 and 5079. In this regard, this corporation may send meeting notices and all other communications/information/materials by electronic transmission to the officers and directors of this corporation to the e-mail address or facsimile number designated on a Consent form provided to this corporation by the officers and directors. Further, this corporation may rely on communications sent to this corporation by electronic transmission from the officers and directors from the e-mail address or facsimile number listed on the Consent form after the fully executed Consent form has been returned to this corporation.

Any action by the Board by use of electronic transmissions may be taken, but only if all members of the Board vote by electronic transmission and consent to take such action. Such vote shall have the same effect as a unanimous vote of the Board and a copy of the votes by electronic transmission shall be filed with the minutes of the proceedings of the Board. Since Board actions by use of electronic transmissions must be by unanimous vote, no advance notice of the action to be voted upon is required.

ARTICLE VII

RECEIPT AND DISBURSEMENT OF FUNDS

Section 1. Receipt of Funds.

The corporation shall receive all monies and/or other properties transferred to it for the purposes of the corporation (as shown by the Articles of Incorporation as amended to date). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as shown by said Articles.

Section 2. Disbursement of Funds.

The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

ARTICLE VIII

ADDITIONAL PROVISIONS

Section 1. Validity of Instruments Signed by Officers.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by any one of the Chairperson of the Board, the President or any Vice President, and by the General Secretary, any Assistant Secretary, the Treasurer/Chief Financial Officer or any Assistant Treasurer of this corporation is not invalidated as to this corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 2. Authority of Officers and Agents.

The Board, except as the Bylaws or the Rules and Operations Manual otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by these Bylaws, the Rules and Operations Manual, or the Board, and except as in this Section hereinabove provided, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 3. Representation of Shares of Other Corporations.

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any corporation standing in the name of this corporation. The authority

herein granted may be exercised either by any such officer in person or by any other person authorized so to do in proxy or power of attorney duly executed by said officer.

Section 4. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Specific operational details as outlined by these By Laws, shall follow the specific guidelines expressed and approved in the Rules and Operations Manual.

Section 5. Amendments.

These Bylaws may be amended or repealed by the approval of the Board and according to the process detailed in the Rules and Operations Manual.

Section 6. Instruments in Writing.

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by such officer or officers, agent or agents, as the Board may from time to time by resolution designate or if not specifically designated, by the elected General Secretary and/or Treasurer.

Section 7. Maintenance of Articles, Bylaws and Records.

This corporation shall keep at its principal executive office:

- (a) The original or a copy of its Articles of Incorporation, the Rules and Operations Manual, and Bylaws as amended to date;
- (b) Adequate and correct books and records of account; and
- (c) Minutes of the proceedings of its Board and committees of the Board.

Section 8. Indemnification of Agents.

The indemnification of agents of this corporation is permitted, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.

CERTIFICATE OF GENERAL SECRETARY

The undersigned, being the General Secretary of INTERNATIONAL SOCIETY OF INFRARED, MILLIMETER, AND TERAHERTZ WAVES, does hereby certify that the above Bylaws are, as of the date of this certification, the adopted and existing Bylaws of this corporation.

DATED: 3-24-16



Peter H. Siegel, General Secretary