

AMENDED & RESTATED BYLAWS OF THE DIRECTED ENERGY PROFESSIONAL SOCIETY

1 CORPORATE OFFICE

The principal office of the corporation in the State of New Mexico shall be located in the City of Albuquerque and County of Bernalillo. The corporation may have such other offices, either within or outside the State of New Mexico as the business of the corporation may require from time to time.

2 MEMBERS

2.1 Members

The corporation shall have one class of members (the Members), who may be charged such membership fees as determined from time to time by the Board of Directors. Any individual, business, government or non-government entity having an interest in research for, education about, and the scientific advancement of directed energy for defense and civilian purposes is eligible to become a member, upon compliance with such requirements for membership as may be imposed from time to time by the Board of Directors. Members shall have the right to vote for members of the Board of Directors in accordance with Section 3.3 of these Bylaws.

2.2 Regular Annual Meeting

A regular annual meeting of the members shall be held at such time as the Board of Directors may designate. At such meeting, the President shall provide a report to the members as to the condition and activities of the corporation, and the Secretary shall announce the newly-elected members of the Board of Directors as provided in Section 3.3 of these Bylaws.

2.3 Place of Meeting

The Board of Directors may designate any place, either within or without the State of New Mexico, as the place for the regular annual meeting.

2.4 Notice of Meeting

Notice of the time and place of the annual members' meeting shall be posted on the corporation's internet website not less than thirty (30) days prior to the meeting.

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Directed Energy Professional Society
Adopted February 10, 2002
Revised November 30, 2016
Revised February 15, 2023
Revised March 9, 2023

2.5 Actions Upon Which Members Are Entitled to Vote

The members shall be entitled to vote upon the election of Directors in accordance with Section 3.3 of these Bylaws. All other matters with respect to the corporation shall be determined by the Board of Directors of the corporation.

2.6 Quorum and Adjournment

Ten percent (10%) of the members represented in person or proxy shall constitute a quorum at the annual meeting of the members.

3 Directors and the Responsibilities

3.1 General Powers

The business and affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall appoint and may receive and consider policy and other initiatives suggested by the Board of Scientific and Engineering Advisors (see Sec 3.17).

3.2 Election, Appointment, Number and Tenure of the Board of Directors

3.2.1 Election

The Board of Directors is elected by members of the corporation. All Directors must be members of the corporation.

3.2.2 Appointment

The Board of Directors reserves the right to appoint an additional nominee that does not receive sufficient Member votes. This appointee must be a member of the corporation and be recommended by the Nominations Committee for member vote.

3.2.3 Number

The corporation will have nine Directors. This number may be changed by resolution of the Board of Directors by the Board shall never have less than three Directors. No decrease shall have the effect of shortening the term of any incumbent director.

3.2.4 Term of Service

Each Director's term shall be based upon a three-year staggered term; and/or until his or her successor has been duly elected and qualified, or until removed as hereinafter provided. Any member of the Board of Directors may resign at any time. Any vacancies in the Board of Directors and any directorships resulting from an increase in the number of Directors by action of the Board may be filled by a quorum of the Board of Directors, acting by a majority of the Directors then in office. Any Directors so chosen shall hold office until the next election of Directors and until their successors have been elected and installed.

3.3 Nomination and Election or Appointment of Directors and Terms of Service

3.3.1 Nomination

Candidates for each Director position that is to be filled by the Members shall be selected by a Nominations Committee (see Sec 3.15.1). The Nominations Committee shall have at least three members, as appointed by the Chair of the Board of Directors at least five months before the date of the annual meeting of the Members. The nominations committee shall select at least two candidates for each position to be filled by the members. The Nominations Committee shall select candidates who are qualified to be Directors and whose election will enhance the Board's ability to further the Mission and Goals of the Society (Appendix A). The Nominations Committee shall provide the names of the nominees to the Secretary one month before the initiation of the election process.

3.3.2 Election, Appointment and Terms of Service

Directors are elected by Members or appointed by the Board for three-year terms. The Secretary shall conduct the election of Directors by circulating the names of the candidates and brief biographies to the Members at least one month prior to the election deadline. The election shall be conducted by any means that ensures both the privacy of the votes cast and fairness. Each member shall have one vote for each vacant Director position to be filled. The Members shall also have the option of voting by writing in the name of a candidate for each position to be filled. A plurality of votes cast for positions to be filled shall determine the persons elected.

The Board may vote to appoint an additional nominee that did not receive sufficient Member votes. This appointment shall only be used for reasons strategic to the corporation and must be approved by 75% of the Board of Directors. The number of appointed Board members may not exceed 20% of the total Board membership.

At the annual meeting of the Members, the Secretary shall report the results of the election/appointment to the Members. The new Directors assume their duties at the regular annual meeting of the Board of Directors.

3.4 Duties and Powers of the Board of Directors

The Board of Directors shall have control and management of the business and affairs of the corporation. The Directors shall in all cases act as a Board, regularly convened, and, in the transaction of business, the act of a majority present at a meeting shall be the act of the Board, provided a quorum is present, except as otherwise provided by law, these Bylaws or the Articles of Incorporation. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with law or these Bylaws.

3.5 Regular Meetings of the Board of Directors

A regular annual meeting of the Board of Directors, for the purpose of electing or appointing officers and for the transaction of any other business which may come before the Board shall be held at the place of and concurrent with the annual meeting of the members without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, either

within or without the State of New Mexico, for the holding of additional regular meetings without other notice than such resolution.

3.6 Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by or at the request of the Executive Director or the President at any time. The Executive Director, the President or the Secretary shall, upon verbal, electronic, or written request of at least one-half (1/2) the number of Directors, call a special meeting to be held not more than two (2) days after the receipt of such request. The President may fix any place, either within or outside the State of New Mexico as a place for holding any special meeting of the Board of Directors. Such meetings may also be done by teleconference (see below).

3.7 Meetings of the Board of Directors by Telephone Conference Calls

Directors or any members of any committee designated by the Directors may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting by the aforesaid means shall constitute presence in person at such meeting.

3.8 Notice of Meetings of the Board of Directors

Notice of any special meeting shall be given at least two (2) days previously thereto by written notice delivered by electronic mail. Any Director may waive notice of any meeting. The participation of a Director at any meeting shall constitute a waiver of notice of such meeting, except that where a Director participates a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.9 Quorum of Meetings of the Board of Directors

Unless otherwise provided herein, a majority of the number of Directors shall constitute a quorum for the transaction of business at any regular or special meeting. A quorum, once attained at a meeting, shall be deemed to continue until adjournment, notwithstanding a voluntary withdrawal of enough Directors to leave less than a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present, unless otherwise provided by law, these Bylaws or the Articles of Incorporation, shall be the act of the Board of Directors. If less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting without further notice.

3.10 Manifestation of Dissent in Meetings of the Board of Directors

A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he/she files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting or shall

forward such dissent by registered mail to the Secretary immediately after the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.

3.11 Vacancies in the Board of Directors

Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors at a regular or special meeting of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next annual meeting of members.

3.12 Removal of Directors

At a Directors' regular or special meeting called expressly for that purpose, one or more Directors may be removed, with or without cause, by a vote of a majority of the Directors.

3.13 Compensation of Directors

By resolution of the Board of Directors, Directors may receive expenses of attendance, if any, for attendance at any regular or special meeting of the Board of Directors. This does not preclude a Director from receiving compensation for serving the corporation in another capacity such as performing services for the corporation or representing the corporation in special events. In such cases the Board, by a 75% majority of a quorum, must approve such compensation.

3.14 Resignation of Directors

Any Director may resign his or her office at any time. Such resignation must be made in writing and takes effect immediately without acceptance of the Board.

3.15 Committees

3.15.1 Establishment and Powers

The Board of Directors may designate and appoint one or more committees during any meeting (annual, regular, or special) by resolution adopted by a majority of the Board. These committees may exercise all the authority delegated by the Board of Directors, but no committee shall have the authority to amend the Articles of Incorporation; adopting a plan of merger or consolidation; sell, lease, exchange or otherwise dispose of any property or assets of the Society; voluntarily dissolve the corporation or revoke any action by the Board; amend the Bylaws of the corporation; elect, appoint or remove any Director or officer of the corporation; adopting a plan for the distribution of the assets of the corporation; or alter or repeal any resolution of the Board of Directors. The designation of committees and the delegation of authority to them shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

3.15.2 Meetings

Regular and special meetings of any committee established in accordance with this Section may be called and held subject to the same requirements to time, place and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

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3.15.3 Chairs, Terms and Membership

Committee chairs shall be elected by a majority of the Board of Directors present during any meeting of the Board of Directors. Committee chairs shall serve a two (2) year term. All committee members shall be members of the corporation.

3.16 Written Consent for Board of Directors and Committee Actions

Any action required by the New Mexico Nonprofit Corporation Act to be taken at a meeting of the Directors of the corporation, or any action which may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be agreed to by a majority of the Directors. The consent shall have the same effect as a unanimous vote.

3.17 Board of Scientific and Engineering Advisors

3.17.1 Appointment and Purpose

A Board of Scientific and Engineering Advisors (BSEA) shall be appointed by the Board of Directors. The BSEA provides advice to the Board of Directors regarding corporate policy and strategic direction of the corporation. This advisory board will also recommend “Fellow” candidates for selection and approval.

3.17.2 Number

The number of Scientific and Engineering Advisors of the corporation shall not be less than three (3). Subject to such limitation, the number of members shall be fixed by the Board of Directors and may be increased or decreased from time to time.

3.17.3 Term

The term of office of each member shall be based upon a three-year staggered term. Members need not be residents of the State of New Mexico.

3.17.4 Meetings

The Board of Scientific and Engineering Advisors shall meet as often as necessary to accomplish its objectives but shall meet at least once annually.

4 OFFICERS

4.1 Officers, Qualifications and Their Authority

4.1.1 Officers and Their Qualifications

The officers of the corporation shall consist of a President, one or more Vice Presidents, (the number thereof to be determined by the Board of Directors from time to time), a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors at the time and in the manner prescribed by these Bylaws. All officers shall be a member of the corporation. Other officers and assistant officers and agents may be appointed by the Board of Directors as necessary.

4.1.2 Authority

All officers and agents of the corporation shall have the authority and perform the duties in the management of the corporation as provided in these Bylaws, or as determined by the resolution of the Board of Directors not inconsistent with these Bylaws.

4.2 Election and Term

All officers of the corporation shall be elected annually by the Board of Directors at its regular annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor has been duly elected and qualified, or until removed as hereinafter provided.

4.3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise removal, may be filled by the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

4.4 Removal

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create contract rights.

4.5 Duties of Officers

The duties and powers of the officers of the corporation shall be as follows:

4.5.1 President

The President is selected by the Board of Directors serves as the Chair of the Board of Directors. The President has overall responsibility for the strategic direction of the corporation, and with the Board of Directors, works closely with the Executive Director to ensure this direction is implemented.

The President shall preside at all meetings of Board of Directors and may also cast a vote on all questions before the Board.

4.5.2 Vice President

The Vice President is selected by the Board of Directors and serves in the absence of the President as Chair of the Board of Directors. The Vice President shall also perform such other duties and have such other powers as from time to time may be assigned to him/her by the Board of Directors or the President.

4.5.3 Secretary

(a) The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in the appropriate books.

- (b) The Secretary shall give of notice of the annual meeting of the members and special meetings of the Board of Directors.
- (c) The Secretary and Executive Director shall ensure the records and seal of the corporation are maintained at the corporate offices. They shall ensure the seal is affixed to corporate papers when required.
- (d) The Secretary shall attest the execution of instruments on behalf of the corporation by a proper officer thereof, and shall affix the corporate seal to such instruments on behalf of the corporation.
- (e) The Secretary shall attend to all correspondence and present to the Board of Directors at its meetings all official communications received by the Secretary.
- (f) The Secretary shall see to the conduct of the election of Directors in accordance with these Bylaws.
- (g) The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.5.4 Treasurer

- (a) The Treasurer is responsible for monitoring the financial wellness of the DEPS organization through regular review of DEPS financial records. The Chief Financial Officer (CFO) in the corporate office shall maintain care and custody of and be responsible for all the funds and securities in the name of the corporation in such banks, trust companies or other depositories. The Treasurer, in conjunction with the Executive Director, shall maintain regular oversight by means of review and audit of financial records, for the purpose of financial wellness and accuracy
- (b) Subject to banking resolutions adopted by the Board of Directors, the CFO shall have the authority to make, sign, and endorse in the name of the corporation all checks, drafts, notes, and other orders for the payment of money for goods and services under the direction of the Executive Director or the Board of Directors.
- (c) The CFO shall keep at the principal office of the corporation accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any Director upon application at the office of the corporation during business hours.
- (d) The CFO shall render a report of the condition of the finances of the corporation semi-annually to the Board of Directors or upon request or at such other times as shall be required.
- (e) The CFO shall further perform all duties incident to the officer of Finance of the corporation.
- (f) If required by the Board of Directors, the CFO shall give such bond as it shall determine appropriate for the faithful performance of his or her duties.

4.5.5 Other Officers

Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors. Assistant secretaries and assistant Treasurers, in general, shall perform such

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duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

4.6 Vacancies

All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or at a meeting specially called for that purpose.

4.7 Compensation of Officers

The officers, as members of the Board of Directors, shall not receive a salary or compensation for their service except as noted in Section 3.13.

5 Professional Staff

5.1 Executive Director (ED)

- (a) The ED shall be the Chief Executive Officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation in accordance with the objectives and policies established by the Board of Directors
- (b) The ED shall call regular and special meetings of the directors in accordance with the requirements of the law and these Bylaws
- (c) The ED shall have the authority to appoint, discharge, and fix the compensation of all employees and agents of the corporation other than the duly elected officers, subject to any qualifications with respect thereto made by the Board of Directors
- (d) The ED shall have the authority to sign and execute all contracts in the name of the corporation, all deeds, mortgages, bonds, contracts, notes, drafts, or other orders for the payment of money, or other instruments which the Board of Directors have authorized to be executed.
- (e) The ED shall cause all books, reports, statements, and certificates to be properly kept and filed as required by law
- (f) The ED shall enforce the Bylaws and perform the duties indicant to the office and which are required by law, and generally, perform all duties incident to the office of the Executive Director, and such other duties as may be prescribes by the Board of Directors from time to time.
- (g) The ED shall serve as principal spokesperson for the corporation.

5.2 Other Professional Staff

The ED shall, with the concurrence of the Board of Directors, hire professional staff to achieve the objectives of the Society by providing services to the Society's members. The professional staff may include financial professionals, secretaries, and administrative professionals, conference developers and coordinators, information and outreach professionals and other professionals as deemed necessary to the business of the Society by the ED and the Board of Directors.

6 CONTRACTS, LOANS, CHECKS AND DEPOSITS

6.1 Contracts

The Board of Directors may authorize the Executive Director or any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

6.2 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

6.3 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by the Executive Director or corporate office staff he/she so designates in such manner as shall from time to time be determined by resolution of the Board of Directors.

6.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

6.5 Annual Audit

The President shall ensure during the first half of each fiscal year that the books of the Society are examined by the Board of Directors for the fiscal year preceding.

7 SEAL

The Board of Directors shall provide a corporate seal. It shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, New Mexico." The corporate seal may be used on all items executed by the corporation, but its presence is not essential to the validity of any written instrument duly signed by authorized corporate officers.



8 FISCAL YEAR

The corporation shall have a fiscal year which ends on the last day of December and begins on the first day of January.

9 WAIVER OF NOTICE

Whenever under the provisions of these Bylaws or of any statute, all Directors are entitled to notice of any regular or special meeting or of any action to be taken by the corporation, such meeting may be held or such action may be taken without the giving of such notice if a Director entitled to such notice waives this requirement in.

10 INDEMNIFICATION

10.1 Right to Indemnification

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director, member of the Board of Scientific and Engineering Advisors, or officer of the corporation or while a Director, member of the Board of Scientific and Engineering Advisors, or officer of the corporation is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a Director, member of the Board of Scientific and Engineering Advisors, officer, partner, trustee, employee or agent or in any other capacity while serving as a Director, member of the Board of Scientific and Engineering Advisors, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the corporation to the fullest extent authorized by the New Mexico Nonprofit Corporation Act as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a Director, member of the Board of Scientific and Engineering Advisors, or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in this Article, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or a part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the New Mexico Nonprofit Corporation Act requires, the payment of such expenses incurred by a Director or officer in his or her capacity as a Director, member of the Board of Scientific and Engineering Advisors, or officer of the corporation (and not in any other capacity in which service was or is rendered by such person while a Director, member of the Board of Scientific and Engineering Advisors, or officer, including, without limitation, service to employee benefit plans or trusts) in advance of the final disposition of a

proceeding, shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such, Director, member of the Board of Scientific and Engineering Advisors, or officer, to repay all amounts so advanced if it shall ultimately be determined that such Director, member of the Board of Scientific and Engineering Advisors, or officer is not entitled to be indemnified under this Article or otherwise. The corporation may, by action of its Board of Directors, provide indemnification and advance expenses to employees and agents of the corporation and others permitted to be indemnified by the New Mexico Nonprofit Corporation Act with the same scope and effect as the foregoing indemnification and advancement of expenses of Director and officers.

10.2 Right of Indemnitee to Bring Suit

If a valid claim pursuant to Section 9.1 of this Article is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the New Mexico Nonprofit Corporation Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the New Mexico Nonprofit Corporation Act, nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

9.3 Non-Exclusivity

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the corporation's Articles of Incorporation, Bylaws, agreement, vote of disinterested Directors or otherwise.

9.4 Insurance

The corporation may maintain insurance, at its expense, or provide alternative financial arrangements including but not limited to providing a trust, letter of credit or self-insurance to protect itself and any Director, officer, partner, trustee, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other incorporated or unincorporated enterprise (including an employee benefit plan or trust) against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the New Mexico Nonprofit Corporation Act.

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11 NON-DISCRIMINATION

The Directed Energy Professional Society (DEPS) is committed to fostering an environment at all DEPS-sponsored activities in which all can share, present and participate regardless of race, color, religion, age, sex (including pregnancy, gender identity, and sexual orientation), marital status, disabilities, veteran status, national origin, genetic information or any other reason not related to technical merit. Harassment and discrimination is a serious form of misconduct that undermines the integrity of DEPS activities.

Violators of this policy will be subject to discipline. Accordingly, DEPS will:

- (a) Hire and compensate based solely on job qualifications and performance.
- (b) Hold and document annual training for officers and employees on equal opportunity employment, harassment and tolerance.
- (c) Not tolerate any form of discrimination or harassment at any of its events.
- (d) Not tolerate retaliation against those

Details related to this Article are contained in Appendix C.

12 AMENDMENTS

These Bylaws may be altered, amended, repealed or new Bylaws adopted by a majority of the entire Board of Directors at a regular or special meeting of the Board.

OFFICERS' CERTIFICATE

The undersigned certify that the foregoing Amended & Restated Bylaws of Directed Energy Professional Society were adopted pursuant to Article X of the Bylaws of the corporation by the affirmative vote of the entire Board of Directors of the corporation and in accordance with the New Mexico Nonprofit Corporation Act on February 15, 2023 as the Amended & Restated Bylaws of the corporation.

Revised February 15, 2023

David Stoudt
President

William Decker
Secretary

APPENDIX A

MISSION, VISION, AND GOALS

DEPS MISSION: The mission of the Directed Energy Professional Society (DEPS) is to foster research, development and the transition of Directed Energy (DE) technologies for national defense and civil applications.

DEPS VISION: Be the premier national advocate for Directed Energy (DE) research, development and technology transition.

DEPS GOALS

- The goals of DEPS are to:
 - Encourage national interest in DE
 - Foster communication within the DE community
 - Enhance DE education
 - Recognize outstanding DE contributions
 - Publish and archive DE achievements
 - Enhance DE outreach
 - Encourage DE manufacturing
- To accomplish these goals, DEPS:
 - Sponsor symposia, conferences and workshops in DE
 - Conduct DE educational activities such as short courses on DE topics
 - Conduct DE outreach activities such as the Directed Energy to DC (DE2DC) events to enhance national awareness of DE technologies
 - Sponsor DE technology exhibitions for government, manufacturers, and academia
 - Recognize the outstanding contributions of DE community members
 - Publish the Journal of Directed Energy, symposium/conference/workshop proceedings, and books on DE topics

APPENDIX B

COMPOSITION, OPERATIONS, AND GOVERNANCE

MEMBERSHIP

DEPS is a non-profit corporation which serves the DE Community through the volunteer efforts of its nearly 1,000 members, who represent a wide cross section of the DE community. Both individuals and organizations can join with DEPS in pursuit of our vision. Individuals join DEPS as members while organizations join as sponsors.

OPERATIONS

DEPS operations are overseen by the Board of Directors, who are supported by the Board of Scientific and Engineering Advisors. A small permanent DEPS staff coordinates DEPS activities from the headquarters in Albuquerque, New Mexico.

GOVERNANCE

The Directed Energy Professional Society is incorporated as a nonprofit corporation in New Mexico, organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 as amended. DEPS operations and activities are also governed by its Bylaws.

APPENDIX C

NON-DISCRIMINATION POLICY AND PROCEDURES

Definition of Harassment

Harassment on the basis of race, color, religion, sex (including pregnancy, gender identity and sexual orientation) national origin, age, genetic information, or any other reason is strictly prohibited. This conduct includes, but is not limited to the following: epithets, slurs, or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes; and display or circulation of written or graphic material that denigrates or shows hostility or aversion toward an individual or group.

This zero tolerance policy applies to all DEPS Members, Board members and employees as well as vendors, customers, and independent contractors and any other persons. DEPS also prohibits harassment, disrespectful or unprofessional conduct based on the perception that anyone has any characteristics protected under the law, or is associated with a person who has or is perceived as having any of these characteristics.

Definition of Sexual Harassment

Sexual harassment refers to unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature. Behavior and language that are welcome or acceptable to one person may be unwelcome or offensive to another. Consequently, individuals must use discretion to ensure that their words and actions communicate respect for others at all times. This is especially important for those in positions of authority since individuals with lower rank or status may be reluctant to express their objections or discomfort regarding unwelcome behavior.

Sexual harassment does not refer to occasional compliments of a socially acceptable nature. It refers to behavior that is unwelcome, is personally offensive, debilitates morale, and therefore, interferes with work effectiveness of the Society. The following are examples of behavior that, when unwelcome, may constitute sexual harassment: sexual flirtations, advances, or propositions; verbal comments or physical actions of a sexual nature; sexually degrading words used to describe an individual; a display of sexually suggestive objects or pictures; sexually explicit jokes; and unnecessary touching.

Other types of “unwelcome” conduct of a sexual nature can also constitute sexual harassment if the conduct is sufficiently severe or pervasive that a reasonable person would find that an intimidating, hostile, or abusive environment has been created. Examples of this kind of sexual harassment, known as “hostile environment” harassment include, but are not limited to, sexual comments, teasing or jokes, sexually suggestive letters, photographs, posters, e-mails, or other written materials; physical conduct including unwanted touching, intentionally blocking normal movement, or interfering with work because of sex.

Reporting an Incident

Any DEPS member, Board member, or employee who believes that he or she has been subjected to discrimination or harassment or who observes such an act, should contact the Executive Director or any DEPS Officer. Officers include the President, Vice President, Secretary, Treasurer and DEPS Board members. A complainant is not required or expected to discuss the concern with the alleged offender. All complaints will be treated seriously and be investigated promptly. Confidentiality will be honored to the extent permitted as long as the rights of others are not compromised. Board members will assist the complainant to write and sign an official letter of complaint.

The Investigation

- (a) The Executive Director and any Board member shall immediately investigate the reported incident. If the Executive Director is involved as the alleged offender or the victim, another Board member shall participate in the investigation. If an investigator believes they may have a conflict of interest, they shall recuse themselves from the investigation and another investigator will be appointed.
- (b) The complainant shall be interviewed immediately to ascertain the nature of the incident, the parties involved in it and the identity of any witnesses to the incident.
- (c) The details of the complaint shall be explained to the alleged offender by the investigators, and the alleged offender shall be given a reasonable chance to respond to the evidence of the complainant and to bring his or her own evidence. If the facts are in dispute, any witnesses shall also be interviewed by the ED and the Board member investigating the incident.
- (d) Should the ED and the Board member investigating the incident determine the incident did occur, they are authorized by these Bylaws to administer disciplinary actions as outlined below.
- (e) The ED and Board member investigating the incident shall notify the Board of the incident and any actions taken as soon as practical after the incident and the actions they took.
- (f) Before taking any more substantial action against an individual, the Board shall seek legal and/or other counsel.
- (g) All facts and matters related to the investigation shall be kept confidential and shall initially be disclosed only to the DEPS Board, the alleged offender and the complainant. Depending on the nature of the incident, law enforcement personnel and/or the offending party's employer may also be informed of the incident.
- (h) The Secretary shall ensure the details of the incident and the corporation's actions are documented for the corporation's records upon completion of all the above.

Disciplinary Action

Individuals engaging in behavior prohibited by this policy as well as those making allegations of harassment in bad faith shall be subject to disciplinary action. Such actions range from a verbal warning to ejection from the meeting or activity in question without refund of registration fees and the reporting of their behavior to their employer. Repeat offenders may be subject to further disciplinary action, such as being banned from participating in future DEPS activities and being

removed from the Society. The Board is granted the right in its Bylaws to terminate the membership of any member.

Appeal & Questions

In the event that the individual is dissatisfied with the results of the investigation, he or she may request binding arbitration by contacting the Executive Director. Questions concerning this policy can be directed to the DEPS Board or Executive Director.

Retaliation is Prohibited

DEPS will not tolerate any form of retaliation against persons who file a complaint or assist in an investigation of discrimination or harassment. Retaliation is a serious violation of this policy and, like harassment or discrimination, will be subject to the disciplinary actions outlined above.

Any complaints alleging retaliation should be forwarded to the DEPS Board or Executive Director for immediate investigation and resolution.