

Constitution and Bylaws of the Armenian Engineers and Scientists of America Inc.

As amended on February 24, 2023

ARTICLE 1 - NAME

The name of the corporation shall be Armenian Engineers and Scientists of America Inc. DBA Armenian Engineers and Scientists Association (“**AESA**” or the “**Corporation**”) and may be referred to generally by the acronym “AESA.”

ARTICLE 2 - MISSION/OBJECTIVE

AESA is organized under the Nonprofit Corporation Law of California for public and charitable purposes. In no event shall AESA engage in activities which are not permitted to be carried on by a corporation exempt under 501(c)3 of the Internal Revenue Code.

The mission of AESA is to become a platform for enabling the Armenian community to address challenges affecting the quality of life for Armenians through the execution of science, technology, engineering, and mathematics (STEM) based projects. Enable and empower the Armenian STEM community worldwide by facilitating progress through STEM education, research, humanitarian initiatives, collaboration, and development.

The objective of AESA is to encourage technical, and social interactions among Armenian scientists and engineers to foster the dissemination of the knowledge of science and engineering. Activities include communication among colleagues on local, national, and international levels, recognition of outstanding technical achievements by Armenians, encouragement of technical collaborations among AESA members, the undertaking of activities relating to opportunities in science and engineering, and assisting the Armenian educational communities in the various disciplines of science and engineering.

AESA is a nonpartisan, nonprofit organization where a substantial part of the activities of AESA shall not consist of carrying on propaganda, or otherwise attempting to influence legislation, and AESA shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

AESA shall not carry on any activity for the profit of the individual or collective members of its Board of Directors (collectively the “**Board**,” and each a “**Board Member**”), or other private persons or distribute any gains, profits, or dividends to its Board Members, or other persons as such.

ARTICLE 3 - MEMBERSHIP

3.1. Membership.

Membership in the AESA shall be open to all persons engaged in engineering, science (both physical and life sciences), architecture, and other disciplines who abide by the AESA bylaws and (a) who are engaged in either science, technology, engineering, or math (STEM) or (b) who are interested in and are active in these fields. Members must be in service to the current AESA mission

and values (each may be referred to herein as a “**Member**,” and collectively may be referred to as the “**Membership**”).

3.2. Membership Dues.

To be a Member of AESA, such individual must pay the fees, assessments, and any other consideration as determined by the Board (“**Membership Dues**”). Membership Dues shall be fixed by the Board at any meeting of the Board at which the Board determines that Membership Dues shall be determined, subject to the provisions set forth herein, for each level of the membership. A new Member’s membership shall commence on the date such Member’s annual dues are received by ASEA.

The Board may vary the amount of the dues owed based on a Member’s geographic location. Any change in Membership Dues following the determination made by the Board in the first paragraph of Section 3.2 shall be published to the Membership by the Secretary at least three (3) months in advance of the effective date of such change in Membership Dues. Such a change shall be implemented at the renewal date of each Member’s Membership Dues.

Membership Dues are due by the one-year anniversary of payment of the prior year’s Membership Dues, and will be subject to a cessation in membership in accordance with Section 3.16 of this Article.

The amount of the dues for Lifetime Members shall be set and determined by the Board, but shall be, at the minimum, at a rate comparable to the dollar value of 15 years’ worth of Membership Dues charged to Regular Members at the time such Lifetime Member pays Membership Dues for the privilege of such membership. Following the full payment of such amount, Lifetime Members shall thereafter not be required to pay of Membership Dues on an annual basis.

Annual dues charged to Student Members shall not exceed the Membership Dues charged to Regular Members.

Honorary Members are exempted from payment of any Membership Dues.

Membership dues are non-refundable.

Other qualification or criteria for membership may be required as determined by the Board from time to time. Each person may hold only one membership and may not hold fractional memberships. Membership entitles each Member to the rights set forth in this Article but does not grant any ownership rights in or distribution rights from AESA. No Member may transfer a membership and all rights of membership cease upon the Member's death or dissolution.

3.3. Non-Voting Members.

The Board may refer to persons associated with the Corporation who have no voting rights as "members" and adopt policies and procedures for the admission of such persons. Such persons are not "members" within the meaning of Section 5056 of the California Nonprofit Corporation Law.

3.4. Classes of Membership.

The Corporation shall have one class of members. Within that single class of members, there will be four types:

Regular Members - Persons who have paid Membership Dues for the current year.

Lifetime Members - A Member who chooses to pay a premium amount for membership (as determined by the Board in accordance with these Bylaws) shall be placed upon a lifetime membership list and be exempted from the payment of regular annual Membership Dues. Lifetime Members will receive the benefits and notifications of regular Members.

Student Members - A student may enjoy the privileges of student status in the AESA when the individual is certified as a student in science, engineering, or architecture in a manner determined by the Board. The dues and privileges of Student Members shall be determined by the Board. An individual cannot be at a student status for more than eight years (together with Regular Members and Lifetime Members, "**Paid Members**").

Honorary Members - There shall be elected as Honorary Members only such scientists and engineers who have contributed to the advancement of science and engineering by independent and original research, or who have rendered some other special service to the cause of the sciences. Honorary Members shall be nominated by any Paid Member and presented to the Board for review and approval. The Board may delegate the review of the qualifications of the candidate(s) to a special committee.

3.5. Annual and Regular Meetings.

The annual meeting of the Members shall be held at a time and place fixed by the Board, at which meeting the Members shall transact business as may come before the meeting. Regular meetings of the Members shall be held at such times and places as may be fixed by the Board from time to time by resolution or as specified in the notice of the meeting.

3.6. Special Meetings.

Special meetings of the Members shall be held whenever called by resolution of the Board, by the President or Chair of the Nominating Committee, or by a written demand to the Secretary by five percent (5%) of the Members eligible to vote. Special meetings must be held not less than thirty-five (35) days nor more than ninety (90) days after the resolution or written demand is made.

3.7. Place of Meetings.

Member meetings may be held at any place within or outside of the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of AESA.

3.8. Notice of Meetings.

(a) Notice Required. Written notice of the place, date, and time of any meeting where Members are required or permitted to take action shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at such meeting. The Secretary, upon receiving written demand or resolution for a special meeting, shall cause such notice to be given to the Members entitled to vote. If the Secretary fails to do so within twenty (20) days of receiving such written demand or resolution, the persons entitled to call the meeting may give such notice.

(b) Delivery of Notice. Notice shall be given to each Member at his or her address or contact information as it appears on the records of AESA or at the address given by the Member to AESA for purposes of notice by one of the following methods:

- (i) First-class mail or certified mail;
- (ii) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;
- (iii) Personal delivery of oral or written notice; or
- (iv) Facsimile transmission, email, or other electronic means, if the Member has consented to accept notices in this manner, except that notice by electronic transmission shall not be given if:
 - 1) the Corporation is unable to deliver two consecutive notices to the Member by that means; or
 - 2) the inability to so deliver the notices to the Member becomes known to the secretary, any assistant secretary, the transfer agent, or other person responsible for the giving of the notice.

Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. If a Member's address or contact information does not appear on the books of the Corporation or is not given, notice shall be given when addressed to the Member at the Corporation's principal office.

(c) Timing of Notice. Notice shall be given to each Member at least ten (10) days but not more than ninety (90) days before the time set for the meeting.

(d) Content of Notice. The notice shall state:

- (i) The place, date, time, and purpose of the meeting;
- (ii) The means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which Members may participate in the meeting;
- (iii) In the case of a special meeting, the general nature of the business to be transacted; and
- (iv) In the case of a regular meeting, those matters which the board, at the time the notice is given, intends to present for action by the Members.

3.9. Quorum and Action of the Members.

(a) At all Member meetings, a quorum for the transaction of business shall be constituted if more than half of the Members who are entitled to vote at such meeting are present in person or by proxy.

(b) Any act approved by a majority of the voting power represented at the meeting at which a quorum is present, entitled to vote, and voting on any matter is the act of the Members, unless the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require a greater number.

(c) A meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws.

3.10. Adjournment of Meeting.

In the absence of a quorum, any Member meeting may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted, except as provided in Section 3.8(c).

3.11. Voting.

Each Member shall be entitled to one (1) vote on each matter submitted to a Member vote.

3.12. Action Without a Meeting by Ballot.

(a) Any action which may be taken at any regular or special meeting of the Members may be taken without a meeting if the Corporation distributes a written ballot to every Member entitled to vote on the matter.

(b) All solicitations of ballots shall:

- (i) indicate the number of responses needed to meet the quorum requirement;
- (ii) state the percentage of approvals necessary to pass the measure submitted with respect to ballots other than for the election of Board Members; and
- (iii) specify the time by which the ballot must be received in order to be counted.

(c) The written ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.

(d) Approval by written ballot pursuant to this Section shall be valid only when:

- (i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
- (ii) the number of approvals cast by ballot equals or exceeds the number of votes required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

3.13. Proxies.

Any Member entitled to vote at a Member meeting or to execute consents may authorize another person to act for such Member by proxy. Every proxy must be in writing and signed by the Member, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. Any proxy is void after the completion of the meeting or voting for which it was given for.

3.14. Meeting by Remote Communication.

A meeting of the Members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication if authorized by the Board in its sole discretion. The Member shall be deemed present in person or by proxy at the meeting if the following apply:

(a) The Corporation implements reasonable measures to provide Members in person or by proxy a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.

(b) If any Member votes or other action taken at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation.

(c) The Corporation verifies that each person participating remotely is a Member or proxyholder.

3.15. Expulsion, Suspension, or Termination.

(a) Cause for Expulsion, Suspension, or Termination. A Member may be expelled or suspended or a Member's membership rights may be terminated if the Board, in good faith and according to a fair and reasonable procedure, determines that either:

(i) The Member fails to pay any required Membership Dues, or other assessments or consideration in a timely fashion after notice of the same. A Member may be reinstated upon payment of the current year's Membership Dues and such Member's membership will restart from the date of the payment.

(ii) The Member's conduct or actions violate the purpose and mission of the Corporation, these Bylaws and Constitution, or the Corporation's written and published policies.

(b) Notice Requirements. The Board shall provide written notice to the Member of the Member's expulsion, suspension, or termination and the reasons thereof. The notice shall be given fifteen (15) days before the effective date of such expulsion, suspension, or termination. Notice may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail or electronic notice (email) sent to the last known address of the Member shown on the Corporation's records.

(c) Member Hearing. Any Member who receives notice of such Member's expulsion, suspension, or termination shall have the opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the expulsion, suspension, or determination. Such hearing shall be before the Board or any other such person or committee authorized to decide that the expulsion, suspension, or termination not take place.

(d) Member Obligations. Expulsion, suspension, or termination shall not relieve the affected Member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees incurred before the expulsion, suspension, or termination, or arising from contract or otherwise.

3.16. Resignation.

A Member may resign from Membership at any time. This Section shall not relieve the resigning Member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. This Section shall not diminish any right of AESA to enforce any such obligation or obtain damages for its breach. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

ARTICLE 4 - BOARD

4.1. General.

Subject to the provisions of AESA's Articles of Incorporation (the "**Articles of Incorporation**"), the California Nonprofit Corporation Law, and any other applicable laws, the business, and affairs of AESA shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board, subject to the provisions of this Section 4.1. The Board shall have the control and management of the AESA, shall be responsible for its budget, shall administer its affairs, and shall oversee the activities of each Branch and technical committee. The Board shall perform such other functions as may be explicitly provided in the Constitution/Bylaws.

The Board may delegate the management of the activities of AESA to any person or persons, management company, or committee, provided that the activities and affairs of AESA shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Subject to the limitations set forth in these Bylaws, the Board Members shall have the power to do the following:

(a) Appoint and remove all agents and employees; prescribe power and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation, if any; supervise all Officers, agents, and employees of AESA to assure that their duties are performed properly.

(b) Authorize any Officer or appoint any agent of AESA to enter into any contract or execute and deliver any instrument in the name of and on behalf of AESA, and such authority may be general or confined to specific instances. Except for matters pertaining to the ordinary and necessary operation of the business of AESA and as otherwise provided in Section 5214 of the California Corporations Code, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind AESA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

(c) Choose advisor(s) who may deem necessary to attend the Board meetings as advisor(s) to the Board.

(d) Accept on behalf of AESA any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

(e) Review, approve, and adopt an annual budget with ongoing monitoring to ensure the financial stability of AESA.

(f) Review, approve, change, and adopt all policies and procedures for the operation of the organization.

4.2. Composition of Board.

The Board shall be composed of the following positions at the minimum:

President

Vice President

Treasurer

Secretary

The most recent Past President

The Chairman of the Nominating Committee

Nine (9) Board Members at Large

Branch Board Liaison(s) (Voting and Non-Voting)

The Board shall fill the office of Secretary from its elected Board members.

4.3. Board Meetings.

Meetings of the Board shall be open to all Members of the AESA as observers except during periods when the President declares an executive session.

4.4. Annual Meeting.

There shall be at least one annual meeting of the Board each year ("**Annual Board Meeting**"). The Annual Board Meeting shall be held during the first month of the new year on a date to be determined by the Board. At this meeting, the incoming President will take office and newly elected Board Members will start their term of the office.

4.5. Regular Meetings.

The Board, by resolution, shall establish a fixed schedule of regular meetings of the Board (each a "**Regular Meeting**"). Regular Meetings of Board Members shall be held at minimum once a month at a predetermined day and time. Meetings may be conducted in person or virtually, or a combination of both.

4.6. Special Meetings.

Special Board meetings ("**Special Board Meetings**") may be convened whenever the affairs of the AESA require such a meeting. The President or at least three (3) Board Members providing a written request to the Secretary may convene a Special Board Meeting at any time with at least such notice as is provided for in Section 4.7.

4.7. Meeting Notice.

Except when the time and place of a Regular Meeting are set by the Board by a resolution in advance, notice of the time and place of all meetings of the Board shall be given by the Secretary (or a designated staff directed by the Secretary), in consultation with the President using a preferred communication method as established by the Board. Normally, such notice shall be given at least one week in advance of such meeting but not less than 48 hours when there are urgent issue(s) to discuss.

The agenda for each meeting shall be provided to the Board Members no less than 48 hours before the meeting. The Board can vote only on items that are listed on the agenda; all other items can be discussed but cannot be voted upon.

The Board may take action without a meeting if (i) there is no practical way to schedule a meeting before the time that the decision needs to be made and (ii) if the action to be taken is presented by two or more Officers or at least one Officer and two Board Members at Large. At least 24 hours' notice must be given to the Board Members before each Board Member's consent to that action being taken without a meeting can be expected, and such notice must contain a detailed explanation and justification for the action that is to be taken.

4.8. Quorum.

The presence of a majority (more than 50%) of the voting members of the Board, at least two of whom shall be Officers, constitutes a quorum.

4.9. Conduct of Meetings.

Meetings of the Board shall be presided over by the President or, in absence of the President, by the Vice President. If both are absent, then the Secretary shall preside. If the Secretary is also not present but the Treasurer is present, the meeting shall not have a quorum, as there would be only one Officer present.

The Secretary shall act as secretary of all meetings of the Board. If the Secretary is absent, the presiding Officer shall appoint another person to act as secretary of the meeting.

Every act taken or decision made by a vote of the majority of the Board Members present at a meeting duly held at which a quorum is present is the act or decision of the Board, respectively.

Any act required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. The written consent may be transmitted by first-class mail, messenger, courier, e-mail, or any other reasonable method satisfactory to the Board.

4.10. Fees and Compensation.

AESA shall not pay any compensation to the Board for services rendered to the AESA as Board Members, except that Board Members may be reimbursed for expenses incurred in the performance of their duties to the AESA, in reasonable amounts up to \$300, unless otherwise expressly budgeted-for in a pre-approved budget approved by the Board, as approved in advance in writing by the President and Treasurer.

4.11. Non-Liability of Board Members.

The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the AESA.

ARTICLE 5 - OFFICERS

The officers of the AESA ("**Officers**") shall be the President, Vice-President, Secretary, and Treasurer. The President and Vice-President shall assume office as hereinafter provided. The Secretary shall be appointed annually by the Board from among the Board. The Treasurer shall be

elected by the Members at an Election shall also serve as a Board Member. The Secretary and Treasurer shall not serve concurrently as either the President or Vice President of the Board.

5.1. Duties of the President.

The President shall represent the organization, preside at all meetings of the Board of AESA at which the President's attendance is possible, and with the elected Board shall be responsible for implementing the strategy, programs, mission, and vision of the Corporation. The President shall perform such other functions as may be explicitly provided in the Constitution/Bylaws and shall have the duty of communicating and delivering an address before the AESA at general meetings of the Membership during the President's term of office.

5.2. Duties of the Vice-President.

The Vice-President shall act in place of the President if the President is unable to perform the President's duties. The Vice-President shall perform such other functions as may be explicitly provided in the Constitution/Bylaws. The Vice President shall head and run the strategic planning activities.

5.3. Duties of the Secretary.

The Secretary shall be responsible for the following:

- (a) Keeping the latest copy of the Bylaws and Constitution.
- (b) Maintaining records of AESA in an orderly manner.
- (c) Preparing an agenda and the minutes of the meetings of the Board.
- (d) Notifying Members of the times and places of meetings in accordance with these Bylaws.
- (e) Performing such other duties as the Board shall assign.

5.4. Duties of the Treasurer.

The Treasurer shall be responsible for the financial affairs of AESA. The Treasurer shall prepare a budget of income and expenses each year and shall submit it to the Board for review and approval. Approval of the budget by the Board shall authorize the Treasurer or Treasurer's agent to disburse and invest the funds of the AESA in accordance with the budget. The Treasurer shall be a liaison between the Board of Trustees (who oversee the Endowment Fund) and the Board. The Treasurer shall submit to the Board an annual report on the financial condition of the AESA and shall perform such other duties as are usual to the office.

5.5. Duties of the Executive Director.

The Executive Director is a staff position of AESA and is tasked with creating business plans, overseeing day-to-day activities, improving performance, developing organizational culture, supervising heads of departments, reporting on revenue, and implementing organizational strategy. The Executive Director is chosen by the Board and reports directly to the Board.

ARTICLE 6 - ELECTION AND TENURE

6.1. Qualifications.

All candidates for any Board Member position shall be no less than 18 years of age, shall have been Members of the AESA for not less than one year, and shall not be a Board Member currently serving out a second consecutive term. A Board Member may only serve one position at a time. In the event that a Board Member is concurrently serving a term at the time of the Election, that Board Member must complete their current term or provide notice of his or her resignation prior to accepting the responsibilities of any new position. Notwithstanding the foregoing, the one year membership requirement may be waived if the **board** unanimously approves the candidacy of the candidate.

In no event shall any person currently being compensated by AESA for services rendered to AESA within the previous 60 days, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Board Member, be elected to the Board.

6.2. Ballot.

Board Members and the Chairman-Elect of the Nominating Committee shall be elected by secret ballot as hereinafter provided (including electronically).

6.3. Elections Procedure.

The Nominating Committee will present a list of the candidates, including a short bio of each candidate for each position to be filled (each compiled list and accompanying bios, a “**Slate**”) for distribution to the Membership. AESA shall provide the election material, including all Slates, to the Board for informational purposes before Secretary sending such materials to the Membership.

6.4. Annual Election of the Board Members and Chairman-Elect of the Nominating Committee.

AESA shall hold an election for Members to elect certain Board Members at least once a year in accordance with the timing specified herein (“**Annual Election**”). Copies of the election ballot for the Annual Election shall be sent to all Members no later than December 15. No ballot shall be counted unless completed in accordance with the instructions provided with the ballot and unless unambiguously marked by a qualified voter to indicate his or her choices, (provided electronically or sent in a sealed envelope provided by AESA), and received at the address specified in the ballot instructions not later than December 30. The positions of Vice President, Chairman-Elect of the Nominating Committee, Treasurer, and at least one-third of the Board Members at Large shall be filled by the candidates receiving the highest number of votes for these posts. In the event of a tie, the Board shall decide between the tied candidates.

At least one-third of the Board at Large (rounded up to the nearest whole number) shall be elected each year to a three-year term at each Annual Election. The Chair of the Nominating Committee and Vice President shall be elected on an annual basis.

The Chair of the Nominating Committee is directly elected by the whole Membership of the AESA as herein provided. Neither the Chair of the Nominating Committee nor the other two members of the Nominating Committee shall simultaneously serve as another position on the Board.

If the Nominating Committee determines that the election has been falsified or otherwise tampered with, the Nominating Committee can recommend holding new elections to the Board, and based on that recommendation the Board may nullify the results of the election and call new elections to be held in a manner as practically consistent with this section as possible.

Counting of the paper or electronic ballots shall be entrusted to the Nominating Committee. Mail-in paper ballots shall be collected by the Nominating Committee and then opened and counted by the Nominating Committee after close of the election period. An electronic platform selected by the Board may be used for elections. Such a platform shall have the capacity to lock access to the results to everyone from the time the request of the election has been sent out to the Members until the time that the Nominating Committee is ready to open the electronic ballots.

The Nominating Committee members shall verify, count, determine the validity of ballots, and remit the results of the Election to the Secretary. The Nominating Committee shall uphold the secrecy of all ballots and shall keep confidential any information learned in their service that is not known to the general Membership, including the content of any particular ballot. The Secretary will first share the results of the election with the Board, and then the winning candidates shall be announced at the General Meeting of the new Year in early January as well as in the publications and website of AESA. Results of the Election shall be archived for a period of three (3) years.

6.5. Special Elections.

The Membership may choose to call an election (a "Special Election," together with any Annual Election, an "Election") for any lawful purpose, including of taking a vote to remove an elected Board Member and/or elect a successor to any vacancy. A Special Election will be called in the event that at least 5% of the Membership petitions to hold such Special Election. The Secretary (or such person designated by the Secretary) shall provide written notice of the meeting not less than 10 nor more than 90 days before the date of such Special Election to each member entitled to vote thereat; provided; however, if notice is given by mail, or electronic notice (email) and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting.

6.6. Official Year.

The AESA's official year shall be defined as a calendar year extending from the 1st of January through the 31st of December ("**Year**"). Terms of office for the Officers of the AESA, the Board Members at Large, and the elected Committee members shall commence at the first Board meeting of the Year following their election.

6.7. Term of Vice President.

The Member elected as Vice-President is to serve in that office for one Year, then for one Year as President, then for one Year as Past President. No Member shall be eligible for election as Vice-President for more than two consecutive terms.

6.8. Term of Treasurer.

The terms of Treasurer shall last for three Years. No member shall be eligible for election as Treasurer for more than two consecutive terms.

6.9. Term of Chair-Elect of the Nominating Committee.

The Member elected as Chairman-Elect of the Nominating Committee is to serve in that office for one Year, then for one Year as Chairman of the Nominating Committee (and Board Member), and then for one Year as Past Chairman of the Nominating Committee. A Nominating Committee member cannot be a candidate for any position.

6.10. Term of Board.

The terms of all Board Members at Large shall last for three (3) years, except as herein provided. No Board Member shall be eligible for election as a Board Member for more than two consecutive terms.

Each Board Member, including a Board Member elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected, or until that Board Member's earlier resignation or removal in accordance with these Bylaws and the California Nonprofit Corporation Law.

6.11. Removal.

The Board may by resolution declare vacant the office of a Board Member who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

If a Board Member fails to attend AESA activities for which Board Members are expected to attend in accordance with obligations as determined by the Board from time to time and does not conform to such Board Member's duties without notifying the Board and becomes unresponsive for three consecutive months, the Board may request the Nominating Committee to investigate the issue and use reasonable efforts to resolve it. However, if after one month the Nominating Committee is not able to resolve the issue of the unresponsive Board Member ("**Unresponsive Board Member**"), then the Board may choose by resolution to obtain the Members' approval to remove the Unresponsive Board Member in compliance with Cal. Corp. Code §5222. This resolution must be approved by two-thirds (2/3) of the Membership.

A Board Member may request a leave of absence for a limited period of time and if such leave is granted by the Board, the number of authorized Board Members will be reduced by one in determining whether a quorum is or is not present. If a Board Member suffers from an illness or disability that prevents such Board Member from attending meetings, again the number of Board Members will be reduced by one in determining whether a quorum is or is not present.

6.12. Vacancies in Office.

If a vacancy occurs in the office of President other than through advancement to the Past Presidency, the Vice-President shall succeed and shall complete the term, and shall serve as President during the following year. If a vacancy occurs in the office of Vice-President other than through advancement to the Presidency, the term of the then President shall be lengthened by one year.

If a vacancy occurs in the position of Past President other than the completion of the term, this position shall not be filled.

If a Board Member resigns or is incapacitated one year or more before the normal expiration of his or her term, a new Board Member shall be chosen to fill the vacant post at the next Election, and the Board shall fix the term of this new Board Member so that approximately equal numbers of Board shall have terms ending each year. If a Board Member resigns less than one year before the normal expiration of his or her term, this position shall remain vacant.

If a Treasurer resigns or is incapacitated, then the Board shall select one of the then-serving Board Members to temporarily fill in the position until the next Election when a new Treasurer shall be elected.

If a vacancy occurs in the position of Chairman-Elect of the Nominating Committee other than through advancement to the position of Chairman of the Nominating Committee, the term of the then Chairman of the Nominating Committee shall be extended by one Year. In the event of such a vacancy and advancement, the Nominating Committee shall operate with two members until the next Election.

If a vacancy occurs in the position of Chairman of the Nominating Committee other than through advancement to the position of Past Chairman of the Nominating Committee, the Chairman-Elect of the Nominating Committee shall succeed and shall complete the term and shall serve as Chairman during the following Year. In the event of such a vacancy and advancement, the Nominating Committee shall operate with two members until the next Election.

If a vacancy occurs in the position of Past Chairman of the Nominating Committee other than by the completion of the term, this position shall not be filled and Committee shall operate with two members until the next election.

If the measures above have all failed to fill a vacancy, then the Board shall call for a Special Election.

ARTICLE 7 - COMMITTEES

The Board may, by resolution adopted by a majority of the Board, create or dissolve committees (“**Committees**”) as it deemed necessary. Any Board Member may participate in any Committee at the discretion of the Board. Request for the creation of a Committee may also be generated by the Membership, and will be subject to the discretion of the Board. Each Committee shall consist of at least three (3) members. Any Committee exercising the authority of the Board shall not include as members persons who are not Board Members.

The Chairman of the Committee will be selected by the members of the Committee subject to the approval of the Board. The Chairmen should periodically report about their Committee’s activities to the Board. At Board’s discretion, these Committees may raise their own funds for their activities.

Any Committee, to the extent provided in the resolution of the Board, may be given certain authorities except that no Committee may:

- (a) approve any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the Board;
- (b) approve any action for which the approval of the Members is required under the California Nonprofit Public Benefit Corporation Law;
- (c) amend, repeal, or adopt new Bylaws;
- (d) fill vacancies in Board-created Committees;

(e) amend or repeal any resolution of the Board which by its express terms is not so amendable or irrevocable;

(f) appoint any Committee of the Board or members thereof;

(g) expend corporate funds without Board approval unless funds are raised by the Committee for the Committee's ongoing activities and/or projects; however, in no event will such funds be expended to support a nominee for director after there are more people nominated for director than can be elected; or

(h) approve any transaction (1) between the Corporation and one or more of its Board Members or (2) between the Corporation and any entity in which one or more of its Board Members have a material financial interest unless the Corporation enters into the transaction for its own benefit.

7.1. Nominating Committee.

There shall be a Nominating Committee consisting of a Chairman, the Chairman-Elect who serves as Vice Chairman, and the most recent Past Chairman. The Chairman-Elect shall be elected annually on the same ballot as specified for the Vice President, Treasurer, and Board at Large. The Chairman-Elect shall serve a one-year term in this capacity, a second one-year term as Chairman, and a third one-year term as the most recent Past Chairman. The Chairman shall serve concurrently as a voting Board Member.

The Nominating Committee shall prepare a slate of at least two candidates for the positions of Vice President, Treasurer, Chairman-Elect of the Nominating Committee, and Board at Large for Membership elections. The Committee shall meet at least once a year to determine the Slates for election.

The Nominating Committee shall also be responsible for organizing and managing all the AESA general voting activities.

7.2. Audit Committee.

The membership of the Audit Committee shall consist of two Board Members and two Members of AESA who have financial audit experience. The Board shall elect the members of the Committee. Following each fiscal year, the Committee shall review the AESA audit with the AESA's outside auditors and submit a written report to the Board.

7.3. Past Presidents Advisory Committee.

The membership of the Past Presidents Advisory Committee shall consist of all AESA Past Presidents, chaired by the most recent Past President, which shall meet as needed or at the request of the Board to provide assistance to a specific function.

7.4. Other Committees.

There shall be other committees to perform the goals of the AESA and to aid it in the management of the activities of the AESA, which will consist of interested members acceptable to the Board.

7.5. Meetings and Action of Committees.

Meetings and actions of Committees shall be governed by the provisions of Article 4 concerning

meetings of the Board. Committees shall have in-person or virtual meetings as they deemed necessary. A meeting may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions of these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

7.6. Quorum Rules for Committees.

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, person or virtually, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Committee.

7.7. Revocation of Delegated Authority.

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below three) the number of members of a committee, and fill vacancies in a committee.

ARTICLE 8 - NOMINATIONS

8.1. Requests for Nominations.

The Nominating Committee shall prepare a Slate of nominations for the positions of Vice President, Chairman-Elect of the Nominating Committee, Treasurer (if applicable in the upcoming Year), and Board at Large positions up for election in that Year. The Nominating Committee shall also request suggestions from Paid Members on an annual basis for nominations for the various openings by sending requests to the Members. Request for nominations for the offices of Vice President, Chairman-Elect of the Nominating Committee, Treasurer, and Board at Large shall be sent to the Membership (electronically or by mail) no later than November 10 of each Year. All nominations shall require the approval of the majority of the Nominating Committee.

The election ballots shall also contain candidates nominated by petition of members of the AESA numbering at least two (2) percent of the total number of Members or a minimum of ten (10) Members given in the latest membership list of the AESA, and submitted to the Nominating Committee no later than the 1st of December.

8.2. Information to Nominees.

The Nominating Committee shall provide each candidate for elective office with a description of the duties of the office and an indication of the time required of those who accept the position and shall require a statement of willingness to serve all nominees for the various elective offices. To aid in the nominating procedure, the Nominating Committee shall request pertinent information from the candidates including a statement of goals and bio.

8.3. Positions for which Nominations are Required.

The Nominating Committee shall prepare a Slate of at least two candidates for each of the following positions for election by the Membership:

Vice President

Treasurer

Chairman-Elect of the Nominating Committee

Each of the Board at Large positions up for election in that Year

Any other Board vacancies, if applicable

8.4. Representation.

Effort shall be made to achieve a wide representation in these nominations with respect to the distribution of the Membership of the AESA among geographical areas; among academic, governmental, and industrial organizations; as well as by age and gender. Effort shall also be made to achieve representation of Board members on Committees of AESA.

ARTICLE 9 - FINANCES

9.1. Bank Accounts and Documents.

The funds of the AESA shall be deposited in the name of the AESA in the banks, trust companies, or other financial institutions designated by the Board. Checks and other documents and papers shall be signed or endorsed on behalf of the AESA by President, Treasurer, and/or other persons designated by the Board.

9.2. Securities.

Securities for investments owned by the AESA or held in trust by it shall be deposited in the name of the AESA with the banks, trust companies, or other financial institutions designated as custodians by the Board.

9.3. Financial Reports.

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the annual financial statements and reports and present them to the Board for review and approval. Treasurer shall present a summary of the financial report or status during each Board meeting.

9.4. Deposit and Disbursement of Money and Valuables.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the AESA with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the AESA as may be ordered by the Board; shall render, or cause to be rendered to the President and Board Members, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the AESA.

9.5. Bonding.

If required by the Board, the Treasurer shall give AESA a bond at the expense of AESA in the amount and with the surety or sureties specified by the Board for the faithful performance of the duties of

his/her office and for restoration to the AESA of all its books, papers, vouchers, money, and other property of every kind in his/her possession or under his/her control on his/her death, resignation, retirement, or removal from office.

9.6. Grants In Aid.

A Branch or a committee seeking grants in aid or contracts for the support of specific proposals shall submit such proposals to the Board for approval prior to submitting them to the prospective source of funds.

9.7. Compensation of Staff.

The salaries of staff, if any, shall be fixed from time to time by resolution of the Board or by the person or Committee to whom the Board has delegated this function. The Board shall periodically review the fairness of compensation. In all cases, any salaries received by staff shall be reasonable and given in return for services actually rendered. No salaried staff shall be serving as a Board member.

9.8. Fund Distributions if AESA Dissolved.

In case AESA is dissolved, all the available funds, including Endowment Fund, shall be distributed by the AESA Board at that time to Armenian nonprofit and/or charitable organization. At the time of dissolution, the Board shall decide how to distribute funds.

ARTICLE 10 -BRANCHES

10.1. Organization.

Members in any area may, with the approval of the AESA Board, organize a regional Branch for the furtherance of the objectives of the AESA. It is required to have at least five (5) Paid Members in a region to start a new Branch.

10.2. Branch Board.

The Branch Board shall at least consist of a Branch Chair, a Vice Chair, a Secretary, and a Treasurer, plus two Branch Board Members at Large ("**Branch Board**"). The Branch Board may choose to combine the Branch Secretary and Treasurer positions if it deems necessary. Branch Board members shall be elected by the members of the Branch only for a two-year term. The AESA Nominating Committee shall assist in the organizing of Branch elections unless the Branch membership decides to conduct the elections using local resources. Election results shall be transmitted to the AESA Board and published.

Each Branch Board shall assign a representative from its Branch Board to be a liaison person to the AESA Board. The liaison shall attend AESA Board meetings remotely and report about branch activities as needed to the AESA Board. The liaison of the Branch shall keep the Board informed of the activities and needs of the Branch. The liaison shall report back to Branch Board.

If the liaison does not fulfill their assigned duties, the Branch Board shall reassign the liaison.

When a branch has 35 or more Paid Members, then the liaison from that Branch will have voting power at the AESA Board meetings; otherwise, liaison shall attend the AESA Board meetings as a nonvoting member.

10.3. Membership in a Branch.

Any member of AESA may join a Branch. The joined AESA Branch will manage and service the AESA Member. An AESA Member may choose to be reassigned to another local Branch at their own discretion. An AESA Member shall be a member of one Branch at a time.

An AESA member shall only vote for the election of their joined Branch's Board and may vote for the AESA Board.

Any member may participate in any committee, project, or program across AESA, provided that only Board Members may serve on committees that serve functions that are reserved for the Board.

10.4. Branch Finances.

Membership Dues are to be collected by the AESA Board. Each Branch shall receive a percentage of the Membership Dues of their respective members.

Fees are to be split between the AESA Board and each respective Branch. Each Branch will receive a percentage of Membership Dues when a Member joins a Branch. The AESA Board shall decide the percentage split. Membership Dues are dependent on the Branch the Member is at the time their annual Membership Dues are due.

Branches shall operate according to the requirements of their local state laws such as registration and filing.

Branches shall keep financial records on an annual basis consistent with the fiscal policies of the AESA. Statements of receipts and disbursements for the fiscal year and a copy of the account statement shall be submitted annually to the AESA Treasurer for preparation of the overall annual report and for the purpose of federal tax filing. Once the Branch is registered in a state, the Branch Board is responsible to follow state tax filings. Copies of any state filing shall be sent to the AESA Treasurer.

Financial requirements specified for AESA shall also be applicable to each Branch.

The Branch Board could ask for financial support from the AESA Board for different activities.

Branch needs to request from AESA Board to have their own bank account with justification. The request needs to be approved. If approved, then AESA Board shall need to have "view-only" access to it.

10.5. Branch Bylaw Requirements.

Branches should be able to operate effectively using AESA Constitution/Bylaws; however, if there is a special need to comply with the local requirements, such as obtaining state registration, then the Branch shall produce a local Bylaws and submit it to the AESA Board for review. The AESA Board may approve or disapprove the proposed Bylaws for a Branch. The AESA Board shall designate a committee to review the proposed local Bylaws and report its findings and recommendations to the Branch Board. The AESA Board may require the Branch to amend its proposed local Bylaws to bring them into conformance with the Constitution and Bylaws of the AESA. Once it is approved by the AESA Board, the proposed local Bylaws shall be submitted to the membership of the Branch for ratification.

10.6. Meetings of a Branch.

A Branch may hold meetings to discuss various issues. Such meetings shall be open to all members of the AESA regardless of whether they are members of the Branch or not.

10.7. Dissolving a Branch.

If membership of a Branch is less than five (5), for two consecutive years, the Branch shall be dissolved. If a Branch does not comply with AESA Bylaws (e.g., reporting and activity requirements) then the chapter shall be dissolved. Funds in the Branch bank account (if there is any) and available cash, shall be transferred to the Endowment Fund once Branch is dissolved.

ARTICLE 11 - DEPARTMENTS

Board can create departments and assign individuals to it to perform various activities to achieve various goals of the AESA and to aid in the management of the activities of the AESA.

ARTICLE 12 - ENDOWMENT FUND

12.1. Description.

The Endowment Fund shall be established as a Trust Account as described in Appendix A.

12.2. Board of Trustees.

(a) Membership. The Board of Trustees shall be three in number and, when possible, shall be the immediate previous three past presidents of AESA. The Board shall appoint a single trustee annually to replace the retiring trustee. If all three past presidents are not available, the remaining trustees shall be selected by a majority vote of the Board from among other past presidents.

(b) Term in Office. A Trustee shall serve for three years, and can be nominated as a Trustee after at least a one-year absence if a new trustee must be chosen by the Board. At least one trustee shall be replaced each year.

12.3. Management of the Endowment Fund.

The Board of Trustees shall have full authority and flexibility in managing the Endowment Fund. The Board of Trustees shall submit an annual report about the financial status of the fund to the Board. Decisions made by the Board of Trustees shall only be made unanimously.

12.4. Use of Endowment Fund Earnings.

Proceeds from the Endowment Fund will be used to finance AESA's Technical and Scientific Projects that are recommended to the Board of Trustees and approved by the Board. Proposals for these projects may originate from the AESA Committees or the Membership.

ARTICLE 13 - TRANSACTIONS BETWEEN AESA AND BOARD MEMBERS OR OFFICERS

13. Transactions with Board Members and Officers.

13.1. Interested Party Transactions.

Except as described in Section 13.2, AESA shall not be a party to any transaction:

(a) in which one or more of its Board Members or Officers or their immediate family members has a material financial interest, or

(b) with any corporation, firm, association, or other entity in which one or more Board Members or Officers or their immediate family members have a material financial interest.

13.2. Requirements to Authorize Interested Party Transactions.

AESA shall not be a party to any transaction described in Section 13.1 unless:

(a) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the AESA could not obtain a more advantageous arrangement with reasonable effort under the circumstances;

(b) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Board Members (without counting the vote of the interested Board Members), and with knowledge of the material facts concerning the transaction and the interested Board Member's or Officer's financial interest in the transaction; and

(c) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described above.

13.3. Material Financial Interest.

A Board Member or Officer shall not be deemed to have a "material financial interest" in a transaction if the contract or transaction is part of a public or charitable program of the AESA and it (1) is approved or authorized by the AESA in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Board Members or their families only because they are in the class of persons intended to be benefited by the program.

13.4. Loans to Board Members and Officers.

AESA shall not make any loan of money or property to or guarantee the obligation of any Board Member or Officer; except that the AESA may advance money to a Board Member or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Board Member or Officer, if in the absence of such advance, such Board Member or Officer would be entitled to be reimbursed for such expenses by the AESA.

13.5. Interlocking Directorates.

No contract or other transaction between AESA and any corporation, firm, or association of which one or more Board Members are Board Members is either void or voidable because such Board Member(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (a) the material facts as to the transaction and as to such Board Member's other directorship are fully disclosed or known to the Board, and the Board authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Board Member(s); and (b) the contract or transaction is just and reasonable as to AESA at the time it is authorized, approved, or ratified.

13.6. Duty of Loyalty.

Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every Board Member and Officer owes to AESA.

ARTICLE 14 - INDEMNIFICATION OF BOARD MEMBERS, OFFICERS, EMPLOYEES AND AGENTS

14.1. Third Party Actions.

AESA shall indemnify any Board Member or officer of the corporation, and may indemnify any other person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a Board Member, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Board Member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

14.2. Actions by or in the right of the corporation.

The corporation shall indemnify any Board Member or officer, and may indemnify any other person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Board Member, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Board Member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that a California Court, or court in which such action or suit was brought, shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

14.3. Mandatory Indemnification.

To the extent that a present or former Board Member or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 14.01 and 14.02, or in defense of any claim, issue or matter therein, such person shall be

indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

14.4. Determination of Conduct.

Any indemnification under Section 14.1 or 14.2 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former Board Member, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 14.1 or 14.2. Such determination shall be made (a) by a majority vote of Board Members who were not parties to such action, suit or proceeding, even though less than a quorum, or (b) if there are no such Board Members, or if such Board Members so direct, by independent legal counsel in a written opinion or (c) by the Members.

14.5. Payment of Expenses in Advance.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Board Member, officer, employee, or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article 14. Such expenses (including attorneys' fees) incurred by former Board Members and officers or other employees and agents may be so paid upon such terms and conditions, if any, as the corporation deems appropriate.

14.6. Indemnity Not Exclusive.

The indemnification and advancement of expenses provided or granted hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Certificate of Incorporation, any other bylaw, agreement, vote of Members or disinterested Board Members, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

14.7. Definitions.

For purposes of this Article 14:

(a) "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger that, if its separate existence had continued, would have had power and authority to indemnify its Board Members, officers, and employees or agents, so that any person who is or was a Board Member, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Board Member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article 14 with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued;

(b) "other enterprises" shall include employee benefit plans;

(c) "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan;

(d) “serving at the request of the corporation” shall include any service as a Board Member, officer, employee, or agent of the corporation that imposes duties on, or involves services by, such Board Member, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and

(e) a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article 14.

14.8. Continuation of Indemnity.

The indemnification and advancement of expenses provided or granted hereunder shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Board Member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 15 - AMENDMENTS

The two-thirds of the Board may recommend adopting, amending, or repealing the Constitution/Bylaws before sending it to the membership for ratification via vote. If a minimum of 5% of the membership or 20 members (whichever is less) request an amendment, the Board is obligated to put it to a membership vote.

To adopt or ratify any change, two-thirds of the membership shall except by vote of such a change. The Nominating Committee shall manage and monitor voting process.

No amendment may extend the term of a Board Member beyond that for which such Board Member was elected.

Appendix A

AESA Endowment Fund Investment Policy Statement

A. INVESTMENT OBJECTIVES

The primary investment objective of the Endowment Fund is to produce a rate of total return that will permit maximum support funding needs of Armenian Engineers and Scientists of America (AESA) to the extent that is consistent with the following:

- Preservation of principal, and
- Potential for long-term asset growth.

The general policy shall be to diversify investments within both equity and fixed-income securities so as to provide a balance that will enhance total return while avoiding undue risk concentration in any single asset class or investment category. The Fund will rely on long-term market performance rather than short-term variances.

Cash is to be employed productively at all times, by investment in short term cash equivalents to provide safety, liquidity, and return.

B. INVESTMENT GUIDELINES

Permissible Investments.

Endowment Fund assets may be invested in publicly-traded common and preferred stocks, convertible bonds, mutual funds, as well as fixed-income securities (including corporate bonds and money market instruments), whether interest-bearing or discount instruments, subject to any restrictions hereinafter specified. The following is a list of allowable assets:

- Treasury Bills
- Money Market Funds
- Mutual Funds that invest in securities as allowed in this Policy
- STIF Funds
- Certificates of Deposit
- Government and Agency Securities
- Corporate Notes and Bonds
- Preferred Stock
- Fixed Income Securities of Foreign Governments and Corporations
- Common Stocks
- American Depository Receipts (ADRs) of Non-U.S. Companies
- Exchange Traded Fund (ETF)

No other securities are permissible investments without the specific approval of AESA Board.

Investments and Transactions that are **Not** Permitted

The following are **not** permissible investments:

- Common stock in non-public corporations
- Letter or restricted stock
- Derivative instruments
- Initial public offerings
- Buying or selling on margin
- Commodities and Futures Contracts
- Tax-exempt bonds
- Notes or other indebtedness for which there is no public market (private placements)
- Direct placement of mortgages on real property
- Options and futures contracts of any kind
- Limited partnerships (with exception of publicly traded master limited partnerships)
- Hedge funds
- Short selling
- Venture capital investments
- SPACs
- Collateralized bond obligations (CBO)
- Collateralized mortgage obligations (CMO)
- Variable Annuities

C. ASSET MIX

The investment objective of the Endowment Fund implies a balanced approach. The Investment Manager is authorized to utilize portfolios according to the lists provided above. On average, endowment assets will be invested with the following targets:

- 65-70% in income-generating common stocks and stock alternatives and
- 30-35% in growth-oriented securities.

D. ASSET DIVERSIFICATION AND QUALITY

The Investment Manager and Endowment Fund Board of Trustees shall review the status of any holding whose quality drops below the following standards and determine at that time whether the security should be retained:

Equity Securities. No more than 20% of the market value of any equity portfolio may be invested in the securities of any one issuer. The Investment Manager shall also maintain reasonable sector allocations such that no more than 20% of any equity portfolio may be invested in the securities of any one market sector. A level of diversification by market capitalization appropriate to prevailing market conditions is also required. Mutual funds used as part of the Endowment Fund shall have a Morningstar rating of no less than three stars.

Fixed-income securities. The fixed-income securities of a single issue or issuer are limited to no more than 20% of the market value of the portfolio. This diversification requirement shall not apply to U.S. Treasury obligations, which may be held in unlimited amounts within the fixed-income portfolio. The quality rating of bonds and notes must be A or better, as rated by Standard & Poor's or Moody's. The portfolio may consist of only traditional principal and interest obligations (no derivatives) with maturities of no greater than 10 years.

Short-term investments. The quality rating of commercial paper must be at least A-1 as rated by Standard & Poor's, or P-1 as rated by Moody's. Any money market funds utilized must comply with the quality provisions for fixed-income securities or short-term investments.

Foreign Securities. The total value of investments in securities whose issuers are foreign corporations and investments in mutual funds comprised primarily of foreign securities shall be limited to 10% of the assets of the Endowment Fund.

E. REVIEW PROCEDURES

Meetings with the Investment Manager. The Investment Manager is expected to consult with the Board of Trustees at least annually to review the Endowment Fund portfolio and investment results in the context of these Investment Policies. If cost or schedule prohibits a meeting, a telephone conference is an acceptable substitute for an in-person meeting.

Reporting Requirements. The Investment Manager is expected to provide the Board of Trustees with the following reports:

- Monthly – A written statement of all pertinent transaction details for each separately managed portfolio for the preceding month, including 1) the name and quantity of each security purchased or sold, with price and transaction date; 2) an analysis for each security of its description, percentage of total portfolio, purchase date, quantity, average cost basis, current market value, unrealized gain or loss, and indicated income and yield (%) at market; and 3) an analysis for the entire portfolio of the current asset allocation by investment category (equity, fixed-income, short-term investments).
- Quarterly- A Quarterly report of all transactions to date in the fiscal year, together with a report of investment performance for the portfolio to date.
- Semi-Annually – A semi-annual summary of all transactions to date in the fiscal year, together with a report of investment performance for the portfolio to date.

Performance Benchmarks. The Investment Manager is expected to achieve total returns competitive with performance benchmarks appropriate to each asset class, as measured over a fair market cycle of three years. The specific indices used as benchmarks must be agreed upon by Board of Trustees and the Investment Manager.

Over a three-year period, investment grade bond portfolios will be expected to out-perform J.P. Morgan Bond index, after fees; mutual funds shall outperform MSCI or Russel index or their industry and peers; and the growth oriented common stocks shall have appreciation of at least equal to the S&P 500 Index.