

BYLAWS
OF
ENGINEERING SOCIETY OF SYSTEMS SCHOLARS

(As adopted December 2, 2025.)

ARTICLE I
NAME; OFFICES; AGENT

Section 1. Name. The name of this corporation is “Engineering Society of Systems Scholars” (the “Corporation”).

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Corporation’s Board of Directors (sometimes referred to herein as the “Board” or the “Board of Directors”), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the “ANCA”).

ARTICLE II
MEMBERSHIP

Section 1. Classes of Members. The Corporation shall have two classes of members: (i) Full Members, who shall be voting members; and (ii) Student Members, who shall be non-voting members. Both classes shall pay annual dues. No additional classes of membership shall be established.

Section 2. Qualification. Membership in the Full Member class shall not be subject to any qualification or verification requirements. Verification of student status may be required at the Corporation’s discretion. Membership is open to any person who pays the applicable annual dues. Members shall timely pay annual dues to remain in good standing. Any Full Member delinquent in the payment of dues shall not be entitled to vote until the delinquency is cured.

Section 3. Dues. Annual dues are \$100 for Full Members and \$25 for Student Members. The Board of Directors may increase or decrease these amounts from time to time by resolution, provided that members receive at least thirty (30) days' notice of any increase before it takes effect. Changes to dues amounts shall take effect at the beginning of the next membership year unless otherwise specified in the Board's resolution.

Section 4. Termination of Membership.

(a) Failure to Pay Dues. A member's membership shall be terminated upon the failure of the member to pay dues within thirty (30) days after the mailing of a second notice of dues payable.

(b) Expulsion, Suspension or Termination. A member may be expelled, suspended or terminated from membership for conduct that is detrimental to the Corporation's mission or contrary to the Articles of the Corporation or these Bylaws in the discretion of the Board. The Board shall provide written notice to the member at least fifteen (15) days before the meeting where the expulsion, suspension, or termination will be voted on and the reasons therefor. The Board shall provide the member an opportunity to be heard, orally or in writing, at least five (5) days before the effective date of the expulsion, suspension or termination. Any written notice that is mailed shall be sent to the last address of the member shown on the Corporation's records.

(c) Death. A member's membership shall be terminated upon the death of an individual member.

(d) Dissolution. A member's membership shall be terminated upon the dissolution of an organization member.

Section 5. Transfer of Membership. A member may not transfer a membership or any right arising from a membership.

Section 6. Privileges of Membership.

(a) Voting. Each Full Member in good standing (i.e., current on dues) shall have one vote upon each matter submitted to a vote at the Corporation's annual meeting. Student Members have no voting rights.

(b) Other Privileges. Membership privileges available to both Full Members and Student Members include access to newsletters, video media, and reduced registration fees, together with participation in various activities, programs and publications of the Corporation as may be designated from time to time by the Board. Access to such benefits is contingent upon payment of applicable dues.

Section 7. Membership Year. Annual memberships shall extend for twelve (12) months from the first day of the month dues are paid.

Section 8. Annual Meeting. The annual meeting of members, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting, shall be held at such time and place as the Board may determine. At each annual meeting of members, a report on the Corporation's activities and financial condition shall be presented. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.

Section 9. Special Meetings. Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the

President or Secretary, and shall be called by the Secretary on written request signed and dated by not less than ten percent (10%) of all members of the corporation entitled to vote describing one or more purposes for which the meeting is to be held.

Section 10. Adjourned Meetings. Unless otherwise provided by the ANCA, if an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment.

Section 11. Notice and Waiver of Notice.

(a) Notice. Notice of the annual member meeting shall be given by written notice delivered to each member in one of the methods described in subsection (b) below not less than ten (10) days nor more than thirty (30) days before the date of the meeting, by or at the direction of the President, the Secretary or other officer or persons calling the meeting to each member of record entitled to vote at such meeting.

(b) Methods of Giving Notice. Notice of any special meeting of members, and any other notice required to be given under these Bylaws or the ANCA may be communicated in writing by electronic mail, or other form of wire or wireless communication, or by mail or private carrier. Notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; (iii) on the date shown on the return receipt, if sent by registered or certified mail with return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice given by electronic mail is effective when directed to an electronic mail address shown on the Corporation's current records.

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of the ANCA, the Articles of Incorporation, or these Bylaws of the Corporation, a waiver shall be deemed equivalent to the giving of such notice. The waiver shall be in writing and signed by the member entitled to the notice, or by electronic mail and filed with the Corporation's minutes. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Record Date for Notice. The Board may fix a future date as the record date for determining the members entitled to notice of a members' meeting; provided, however, that the record date is not more than seventy (70) days before the meeting. If no such record date is fixed, members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. However, if a meeting is held without notice, the determination of who is entitled to waive notice is made as of the close of business on the business day preceding the day on which the meeting is held.

Section 13. Quorum. Ten percent (10%) of the voting members of the Corporation, present in person, shall constitute a quorum for the transaction of business at any meeting of members.

Section 14. Manner of Acting; No Proxies. The vote of a majority (51%) of the members entitled to vote represented at a meeting at which a quorum is present in person shall be the act of the members, unless the act of a greater number is required by the ANCA, the Articles of Incorporation, or Bylaws of the Corporation. Though less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. No proxies shall be permitted.

Section 15. Conduct of Meetings. The President, and in his or her absence, a Vice-President, and in their absence any person chosen by the members present shall call the meeting of the members to order and shall act as chair of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 16. Action by Written Ballot. With regard to any action that may be taken at the annual meeting of Full Members, including the election of Directors, a Full Member may vote by mail or electronically on ballot forms or using an electronic ballot provided by the Corporation. Not less than 30 days prior to the date set for such action, the Corporation shall either mail a pre-printed ballot form or email electronic voting instructions to each Full Member eligible to vote at the Full Member's physical or email address of record with the Corporation. The ballot form shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. The ballot form may not be revoked. Any solicitation for votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirements of Full Members; (ii) state the percentage of approvals necessary to approve each matter other than election of Directors; and (iii) specify the time by which a ballot must be delivered to the Corporation in order to be counted, which time shall not be less than three (3) days after the date that the Corporation delivers the ballot. The Board may extend the time by which a ballot must be delivered to the Corporation if the number of responses does not meet the ten-percent (10%) Full Member quorum requirement.

Section 17. Online Voting. After providing the notice required under Section 9, above, the Corporation may allow for online voting by delivering a written ballot to Full Members through an online voting system that does the following: (a) authenticates the Full Member's identity; (b) authenticates the validity of each electronic vote to ensure that the vote is not altered in transit; (c) transmits a receipt to each Full Member who casts an electronic vote; and (d) stores electronic votes for recount, inspection, and review purposes. If the Corporation conducts electronic voting, it must also provide a reasonable procedure by which a Full Member may obtain and cast a ballot through some other form of delivery including United States mail delivery and fax transmission.

Section 18. Virtual Member Meetings. The Board of Directors may authorize members to participate in any meeting of members through any means of remote communication that allows all participating members to communicate simultaneously. Full Members participating virtually shall be deemed present for quorum and voting purposes. Student Members may participate but are non-voting and are not counted for quorum. Notice of virtual meetings shall specify the method of participation and any technical requirements. The Board may establish procedures to ensure orderly conduct and accurate recording of virtual participation and voting.

Section 19. Presumption of Assent. A Full Member of the Corporation who is present at a meeting of the Full Members, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Full Member's dissent shall be entered in the minutes of the meeting or unless such Full Member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Full Member who voted in favor of such action.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The Corporation shall have powers to the full extent allowed by the ANCA. The Corporation's affairs shall be exercised and managed by the Board directly, or if delegated, under the Board's ultimate direction.

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors (each, a "Director" and collectively, the "Directors") shall be as determined by the Board from time to time but in no event more than nine (9) and shall serve for the term provided in Section 4 of this Article. No amendment to these Bylaws shall reduce the number of Directors to less than the number required by the ANCA which at the time of adoption of the Bylaws are at least one (1).

(b) Qualifications. The Directors specified in this Section 2 shall at all times be adult members of the Corporation demonstrating a belief in and commitment to the Corporation's mission and purposes. Further, each Director shall be a person of experience and good reputation in the community who will actively support the Corporation's goals and objectives and who is willing to contribute his or her time and effort to achieve such goals and objectives. Directors shall have other such qualifications as the Board may prescribe by resolution or amendment to these Bylaws. Directors need not be residents of the State of Arizona.

Section 3. Election of Directors.

(a) Initial Directors. The initial Directors named in the Articles of Incorporation, organizational meeting minutes, or consents in lieu of the organizational meeting shall serve until the first annual Board meeting.

(b) Successor Directors. Directors shall be elected by the affirmative vote of a majority (51%) of the Directors present at any regular or special meeting where Directors are being voted on.

Section 4. Term of Office. Directors shall hold office from the close of the annual meeting for a term of two (2) years, or until their successors have been elected and qualified. For the purpose of staggering the Directors' terms, Directors shall be classified with respect to the time they shall hold office by dividing them into two (2) classes, each class to consist of, as nearly as possible, an equal number of Directors. The first class of Directors shall hold office for an initial term of one (1) year and the Directors of the second class for an initial term of two (2)

years. At the conclusion of these initial terms, all subsequent terms shall be for a period of two (2) years, thus accomplishing a succession of staggered two-year terms with one-half of the Board eligible for reappointment or replacement each year. In the event of an increase in the number of Directors, the remaining Directors shall assign the newly created Directorship(s) to the appropriate class or classes so that the two (2) classes shall continue to consist of, as nearly as possible, an equal number of Directors.

Section 5. Resignation. A Director may resign at any time by filing a written resignation with the Corporation's President or Secretary, or by giving oral or written notice at any Board meeting. Any such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. A Director may be removed from office with or without cause by the vote of a sixty-six percent (66%) super-majority of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose.

Section 7. Vacancies. In the event a vacancy occurs in the Board from any cause, including an increase in the number of Directors, the Directors may fill the position at any regular meeting or at any special meeting called for the purpose of electing a Director; provided, however, that for the purpose of counting term limits, the newly elected Director's term will be counted as beginning on the date of the first annual meeting following his or her election.

Section 8. Annual Meeting. The annual Board meeting (the "Annual Meeting") shall be held each year at such time and place as the Board shall determine, for the purpose of electing Directors and officers and transacting such business as may come before the meeting. The Annual Meeting is a regular meeting for purposes of the ANCA, which may be held without further notice, if held at such fixed time and place as the Board may provide by resolution.

Section 9. Regular Meetings. The Board may provide by resolution for regular or stated Board meetings, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 10. Special Meetings. Special Board meetings may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the President or Secretary and shall be called by the Secretary on the written request of a majority (51%) of the Directors then in office.

Section 11. Meetings by Telephone or Other Communication Technology.

(a) Any or all Directors may participate in a regular or special meeting or in a Board committee meeting through the use of the telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 12. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time, and place of any special meeting shall be given by oral or written notice delivered personally to each Director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in subsection (b) below. The purpose of and the business to be transacted at any special Board meeting need not be specified in the notice or waiver of notice of such meeting.

(b) Methods of Giving Notice. Notice of any special meeting of Directors, and any other notice required to be given under these Bylaws or the ANCA may be communicated in person, by telephone, facsimile, electronic mail, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; (iii) on the date shown on the return receipt, if sent by registered or certified mail with return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice given by electronic mail is effective when directed to an electronic mail address shown on the Corporation's current records.

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of the ANCA, the Articles of Incorporation, or the Corporation's Bylaws, a waiver shall be deemed equivalent to the giving of such notice. The waiver shall be in writing and signed by the Director entitled to the notice, or by electronic mail and filed with the Corporation's minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly on the Director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 13.Quorum. A sixty-six (66%) super-majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors. If less than a quorum is present when a meeting is convened, a majority (51%) of the Directors present may adjourn the meeting from time to time without further notice if the time and place are announced at the meeting at which the adjournment is taken.

Section 14.Manner of Acting; No Proxies. At any Board meeting, every Director entitled to vote shall have one vote. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the ANCA, or the Corporation's Articles of Incorporation or Bylaws. No proxies shall be permitted.

Section 15. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Corporation, or any provision of the ANCA, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors

entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the board of Directors taken at a meeting.

Section 16. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 17. Electronic Mail. Any action which may be accomplished, or is required to be accomplished, in writing under these Bylaws or the ANCA, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

Section 18. Executive Session. The Board may go into executive session and close any portion of a Board meeting when considering any of the following matters: (a) employment, personnel, or medical matters; (b) legal advice for the Board or the Corporation; (c) pending or contemplated litigation; or (d) any other matter where information that is proprietary or confidential, or for which public disclosure is contrary to law, will be discussed.

Section 19. Director Deadlock. In the event the Board votes are deadlocked, but only if so required by the written request of any Director delivered to the President, the Board shall, within thirty (30) days after receipt of such written request, submit the issue upon which the Board is deadlocked to a vote of the Full Members. The Full Members' decision shall be binding on the Corporation and on each Director.

Section 20. Compensation. Directors of the Corporation shall not receive compensation for serving as Directors, but may receive reasonable compensation for other personal services rendered that are necessary to carrying out the Corporation's exempt purposes. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees may consist of two (2) or more Directors.

(a) Powers Reserved to the Board. Any committee, to the extent provided in the Board resolution, shall have and may exercise any of the Board's powers and authority, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or

repeal of any Board resolution; or (v) action on matters committed by the Bylaws or by Board resolution to another Board committee.

(b) Participation by Non-Directors. A person who is not a Director may be appointed to any Board committee except the Executive Committee; provided, however, that such non-Director shall have no right to vote on any question that would create a binding corporate obligation.

(c) Removal; Board Authority. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action, including any action by the Executive Committee, is subject to amendment, modification, or repeal at the next annual or regular Board meeting.

(d) Term. Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the Corporation's next annual meeting, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

(e) Committee Rules. Each committee may, subject to the Board's approval, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure that are consistent with the Articles, the Bylaws and Board applicable resolutions.

ARTICLE V CONFLICTS OF INTEREST

Section 1. Conflict of Interest Procedure. Each Director, officer, key employee, and member of a Board committee or subcommittee with Board-delegated powers shall conduct him or herself in a manner consistent with the Corporation's Conflict of Interest Policy as may be amended by the Board from time to time.

Section 2. Disclosure of Conflicts. Each Director, officer, key employee, and member of a Board committee or subcommittee with Board-delegated powers shall annually complete and sign the Corporation's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

ARTICLE VI OFFICERS

Section 1. Number. The principal officers of the Corporation shall be a President, a Vice-President, a Past President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board may elect such other officers and assistant officers and agents as may be deemed necessary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected each year by the Board at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or

until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board by the vote of a sixty-six percent (66%) super-majority of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. The President. The President shall be the principal executive officer of the Corporation and, subject to the oversight of the Board of Directors, shall in general supervise and control all of the day-to-day business and affairs of the Corporation. The President shall, when present, preside at all Board meetings. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such corporate agents and employees as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the President's discretion. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the President's duties, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as the Board of Directors, or the President may assign from time to time.

Section 7. Past President. The Past President shall: (a) serve as an advisor to the President and the Board of Directors, providing institutional knowledge and continuity; (b) assist in the mentoring and orientation of new Board members and officers; (c) chair or serve on special committees as designated by the Board of Directors; (d) assist in strategic planning and long-term organizational development; (e) serve as a liaison with external organizations and stakeholders where historical perspective is valuable; (f) participate in succession planning for key leadership positions; and (g) perform such other duties as may be assigned by the President or the Board of Directors.

Section 8. The Secretary. The Secretary shall: (a) ensure that the minutes of the Board of Directors' meetings are kept in one or more books or online databases provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the ANCA; (c) be custodian of the corporate records; and (d) 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.

Section 9. The Treasurer. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in the name of the Corporation in

such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 10. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 11. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 12. Compensation. Corporate officers, other than those who are full-time staff members, shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the Corporation's exempt purposes. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE VII MANDATORY INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation; provided, however, that the Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or Proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Full Members, the ANCA or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA. Notwithstanding the foregoing, whenever the Corporation is a private foundation as defined in

I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE VIII MISCELLANEOUS

Section 1. Fiscal Year. The Corporation's fiscal year shall end on June 30 in each year.

Section 2. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each officer; and such other records as may be necessary or advisable.

Section 3. Corporate Acts. The President shall have authority to sign, execute and acknowledge on Corporation's behalf, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by Board resolution. Except as otherwise provided by the ANCA or directed by the Board, the President may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Corporation.

Section 4. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a Board resolution. Such authority may be general or confined to specific instances.

Section 5. 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, investment firms or other depositories as the Board may select.

ARTICLE IX AMENDMENTS

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a super-majority (66%) of the Directors then in office at any regular or special meeting thereof.

Section 2. Implied Amendments. Any action taken or authorized by the Board or the Full Members, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Directors or Full Members required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Certified a true and correct copy of the Bylaws adopted on December 2, 2025, by the Board of Engineering Society of Systems Scholars.



Emily Liu, Secretary