

**BYLAWS OF THE
INTERNATIONAL LIGHT CONE ADVISORY COMMITTEE, INC. (“Corporation”)
AN AFFILIATE OF THE SOUTHEASTERN UNIVERSITIES RESEARCH ASSOCIATION,
INC. (“SURA”)**

ARTICLE 1 – ORGANIZATION

Section 1.1 Location. The principal office of the Corporation shall be located at such place as the Board of Directors (the “Board”) may determine. The registered office of the Corporation shall be at such place in the Commonwealth of Virginia as the Board shall determine. The Corporation may, in addition to its principal office, have offices at such other places within or without the Commonwealth of Virginia as the Board may from time to time designate or as the affairs of the Corporation may require.

ARTICLE 2 – MEMBERS

Section 2.1 Members. The Corporation shall have the following classes of Members: two classes of voting Members (“Voting Members”) and two classes of non-voting Members, as described below.

Section 2.1.1 Voting Members. The Corporation shall have the following classes of Voting Members:

- (i) Individual Members. Individual Membership shall be open to all researchers who support the scientific mission of the Corporation.
- (ii) Business Members. Business Membership shall be open to any non-profit organization or government agency that is of good reputation and supports the mission of the Corporation.

Voting Members shall have voting rights on all matters presented to the Members for consideration. Individual Members and representatives of Business Members may serve as Directors and Officers (as defined herein) of the Corporation and serve on the committees of the Corporation. Each Business Member shall designate, in writing, one representative to cast its vote at meetings of the Voting Members.

Section 2.1.2 Non-Voting Members. The Corporation shall have the following classes of non-voting Members:

- (i) Associate Individual Members. Associate Individual Membership shall be open to any individual of good reputation who supports the mission of the Corporation. Associate Individual Members shall not have voting rights on any matters presented to the Members for consideration. Associate Individual Members may not serve as Directors and Officers of the Corporation and may serve on the committees of the Corporation.
- (ii) Associate Business Members. Associate Business Membership shall be open to any for-profit entity of good reputation that supports the mission of the Corporation. Associate Business Members shall not have voting rights on any matters presented to

the Members for consideration. Representatives of Associate Business Members may not serve as Directors and Officers of the Corporation and may serve on the committees of the Corporation.

Section 2.1.3 Admission of Members. Application for Membership, Voting and Non-Voting, shall be made in writing or electronically on such forms as may be prescribed by the Board, which forms shall contain such relevant information as may be required by the Board and shall be accompanied by the appropriate dues payment, if any. All Membership applications shall be approved or rejected by the Board.

Section 2.1.4 Responsibilities of Members. The Members shall pay such dues, assessments and/or fees as may be established from time to time by the Board. The Board may waive dues, assessments and/or fees for certain Members or classes of Members in its sole discretion. Members shall have such other duties and responsibilities as may be established from time to time by the Board.

Section 2.1.5 Resignation and Termination. The Board shall determine, in its sole, but reasonable, discretion, what action to take (including termination of Membership) in the event any Member ceases to meet the criteria for Membership set forth above or defaults in the payment of dues, assessments, fees, or any other charges, or defaults on any other obligation or duty owed to the Corporation. Any Member that the Board deems to have defaulted on any obligation to the Corporation shall forfeit its Membership and all prior payments made to the Corporation. Membership in the Corporation shall also terminate when the Member files a written letter of resignation with the Corporation. A terminating Member shall forfeit all prior payments made to the Corporation. Termination of Membership shall not relieve a Member from the obligation of paying dues, assessments and/or fees that are owed by the Member as of the date of termination.

Section 2.2 Meetings of Members

Section 2.2.1 Annual Meeting. There shall be an annual meeting of the Voting Members for the purpose of electing Directors and transacting such other business as may properly come before the Voting Members. The date, time and place of the regular annual meeting shall be set by the Board.

Section 2.2.2 Special Meetings. The Board may call special meetings of the Voting Members. Only business within the purpose or purposes described in the meeting notice shall be conducted at a special meeting.

Section 2.2.3 Notice. Written notice of meetings shall state the date, time, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice of each meeting shall be given to each Voting Member, by mail, express mail, facsimile, electronic mail, or other reliable printed or printable communication to the Voting Member not more than sixty (60) and not less than ten (10) days before the meeting.

Section 2.2.4 Proxy. In the event a voting representative of a Voting Member is unable to be present to cast his or her vote at any annual or special meeting, the voting representative will be allowed to cast his or her vote by proxy. No proxy shall be valid after eleven (11) months from

the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Voting Member that executed it.

Section 2.2.5 Quorum. At any meeting of the Members, a majority of all Voting Members represented in person or by proxy at such meeting shall constitute a quorum for the transaction of business. Once a Voting Member is present at a meeting, such Voting Member is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting. If less than a quorum is present in person or by proxy, the Voting Members may adjourn the meeting.

Section 2.2.6 Voting. Each Voting Member shall be entitled to one (1) vote. A majority of the votes cast in person or by proxy, at a meeting at which a quorum is present, shall be required for adoption of any matter voted upon, except as otherwise required by the Bylaws, the Articles or applicable law.

ARTICLE 3 – BOARD OF DIRECTORS

Section 3.1 Authority and Responsibility. All corporate powers shall be exercised by or under the authority of, and the business of the Corporation managed under the direction of, the Board of Directors, subject to the Bylaws, the Articles, and applicable law.

Section 3.2 Composition and Qualification. The Board shall have not less than three (3) and not more than ten (10) Directors and one Director appointed by SURA (collectively, the “Directors”). SURA shall appoint a Trustee from its Board of Trustees to serve as a Director. All proposed nominees for Director positions must receive the prior approval of SURA.

Section 3.3 Terms. With the exception of the SURA-appointed Director, and except as stated in this Section, all Directors shall serve a three-year term, but are eligible for re-election for additional terms. Except for the SURA-appointed Director, the initial Directors will serve staggered terms with approximately one-third serving a one-year term, one-third serving a two year term, and the final third serving a full three-year term. Thereafter, each Director (other than the SURA-appointed Director) shall serve a three-year term.

Section 3.4 Elections. Directors (other than the SURA-appointed Director) shall be elected by the Voting Members at the annual meeting of Voting Members. When the number of nominees for Director exceeds the number of individuals to be elected, the nominees receiving the highest number of votes shall be elected.

Section 3.5 Vacancies. With the exception of a vacancy in the position of the SURA-appointed Director, a Director’s vacancy for any reason may be filled by the Board by the appointment of a successor for the unexpired term of the Director whose place is vacant. Such appointment is subject to the prior approval of SURA.

Section 3.6 Resignation, Termination and Absences. Resignation of a Director must be in writing and received by the Secretary. With the exception of the SURA-appointed Director, a Director may only be removed by the Voting Members at a special meeting called for such purpose. The notice of the special meeting must state that one of the purposes of the meeting is the removal of a particular Director.

Section 3.7 Meetings of the Board

Section 3.7.1 Meeting Frequency. The Board shall meet at least annually at an agreed upon time and place. The schedule of meetings will be determined by the Board.

Section 3.7.2 Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or at least one-third (1/3) of all the Directors.

Section 3.7.3 Notice. Written notice of Board meetings shall state the date, time, and place of the meeting. Notice of each meeting shall be given to each Director, by mail, express mail, facsimile, electronic mail, or other reliable printed or printable communication to the Director not more than thirty (30) days and not less than three (3) days before the meeting. Notice of any meeting may be waived in writing signed by the Director entitled to notice before or after the date of the meeting.

Section 3.7.4 Telephonic Meetings. Any Director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment, if available, which permits all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting and shall be counted toward the required quorum.

Section 3.7.5 Quorum. Except as otherwise provided in the Bylaws, the Articles, or by law, at any meeting of the Board, a majority of the Directors then serving shall constitute a quorum for the transaction of business.

Section 3.7.6 Voting. Each Director shall be entitled to one (1) vote, which shall not be voted by proxy.

Section 3.7.7 Action of Board Without a Meeting. The Board may take action without a meeting if the action is approved by all Directors. The action shall be documented by one or more written consents stating the action taken, signed by each Director, and included with all other Board minutes or filed with the corporate records reflecting the action taken. Action taken under this Section shall be effective when the last Director signs the consent unless the consent specifies a different effective date, and states the date of execution by each Director. Action taken by written consent shall have the same effect as a vote taken at a meeting of the Board.

ARTICLE 4 – OFFICERS

Section 4.1 Officers and Duties. The officers of the Board shall be appointed by the Board and shall be a Chair, a Vice Chair, a Secretary, and a Treasurer (collectively, the “Officers”). The Chair and Vice Chair shall be Directors. No person shall hold more than one Office at the same time. The Corporation shall have such other officers as the Board may determine from time to time.

Section 4.1.1 Chair. The Chair shall preside at all Board and Membership meetings and shall have such other duties and powers as prescribed in the Bylaws or by the Board.

Section 4.1.2 Vice Chair. The Vice Chair shall perform the duties of the Chair in his or her absence; and shall have such other duties and powers as prescribed in the Bylaws, or by the Chair or the Board.

Section 4.1.3 Treasurer. The Treasurer shall oversee the receipt and disbursement of all funds and the maintenance of financial records and statements and submit an annual financial statement and budget and such other statements to the Board as it may require; and have such other duties and powers as prescribed in the Bylaws, by the Board or the Chair.

Section 4.1.4 Secretary. The Secretary shall oversee the maintenance of minutes of Board and member meetings; and corporate records and records of Board actions; certify the authenticity of Board actions and officer signatures; maintain a list of the names, business addresses, business affiliations, Membership classifications, and other information relating to Members, oversee the maintenance of a Corporation website that permits accessibility to the Corporation's records and have such other duties and powers as prescribed in the Bylaws or by the Board or the Chair ,.

Section 4.2 Term. Each Officer shall serve for a term of one year, commencing with his or her appointment and continuing until the appointment of his or her successor.

Section 4.3 Vacancies. A vacancy in any Office, except as otherwise provided in the Bylaws, may be filled by the Board by the appointment of a successor for the unexpired term of the vacating Officer.

ARTICLE 5 – COMMITTEES

Section 5.1 Creation and Requirements. The Board may establish one or more committees to perform such duties as prescribed by the Board, provided that such duties are not prohibited by applicable law. Except as otherwise provided in the Bylaws, each committee shall act under the supervision and control of the Board. The Board shall have the authority to appoint and/or remove any chair or member of a committee. Except as permitted by law and specified in the Bylaws or a resolution of the Board, no committee shall perform any function of corporate power, policy-making, or management.

Section 5.2 Committee Chair. Except as otherwise provided in the Bylaws, the chair of each committee shall be a representative of a Voting Member. The chair of each committee shall be appointed by the Board to serve for a term of one (1) year or such longer period as the Board may determine and shall serve until his or her successor is appointed.

Section 5.3 Reports of Committees. Each committee shall submit a written report to the Board at least once each fiscal year covering the committee activities since the previous report. Each committee shall report to the Board at any time as required by the Board.

ARTICLE 6 – FINANCIAL MATTERS

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall begin on 1 October of each year.

Section 6.2 Audit Review. Financial statements of the Corporation shall be audited not less than once per year by an independent certified public accountant approved by SURA and the Board.

Section 6.3 Compensation and Reimbursement. Directors shall not receive any compensation for their services as Directors but the Board may, by resolution, adopt policies for the reimbursement of expenses incurred in the performance of their duties. Such policies shall prescribe procedures for approval of payment of such expenses by designated Officers. Nothing shall preclude a Director from serving the Corporation in any other capacity and receiving compensation for such services.

ARTICLE 7 – PROFESSIONAL CONDUCT

Section 7.1 Conflicts of Interest. The Board shall establish a conflict of interest policy that requires Directors and Officers to conduct themselves in accordance with the highest standards of integrity and avoid conflicts of interest or even the appearance of a conflict of interest.

ARTICLE 8 – INDEMNIFICATION AND INSURANCE

Section 8.1 Indemnification. The Corporation may indemnify each person described in Sections 13.1-875 and 13.1-881 of the Code of Virginia of 1950, as the same may be amended from time to time, to the fullest extent allowed by Sections 13.1-876 and 13.1-877.

Section 8.2 Insurance. The Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

ARTICLE 9 – AMENDMENT OF THE BYLAWS

Section 9.1 Amendment of the Bylaws. The power to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws shall be vested in the Board of Directors. Any change in the Bylaws requires approval by a majority of all serving Directors. Any amendment to the Bylaws shall be submitted by the Secretary to the Board in writing not less than thirty (30) days prior to the meeting at which the amendment is to be considered. Proposed amendments to the Bylaws of the Corporation must be approved by SURA prior to their adoption.

The foregoing Bylaws constitute the Bylaws of the Corporation as of July 7th, 2008, duly adopted by the initial Board of Directors of the Corporation at the organizational meeting.