



BYLAWS OF

THE AMERICAN INSTITUTE OF BEAMED ENERGY PROPULSION
(AIBEP)

ARTICLE 1

NAME AND LOCATION

SECTION 1. NAME

The name of the nonprofit corporation that is a subject to these Bylaws is the American Institute of Beamed Energy Propulsion or, in abbreviated format, AIBEP.

SECTION 2. PRINCIPAL OFFICE

The principal office of AIBEP is located in Madison County, State of Alabama.

SECTION 3. CHANGE OF ADDRESS

The designation of the county of state of the AIBEP's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

101 Millsford Drive, Madison, Alabama Dated: August 01, 2007

SECTION 4. OTHER OFFICES

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The AIBEP may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.



ARTICLE 2

NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501 (c) (3) PURPOSES

This corporation is organized exclusively for one or more purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific purposes of this corporation shall be: science and education.

The main objective of American Institute of Beamed Energy Propulsion shall be: to promote the concepts and ideas of beamed-energy propulsion to scientific community, academia, industry, and society at large.

The objectives of American Institute of Beamed Energy Propulsion shall be: to promote original research, foster the dissemination of new knowledge, further the professional development of those engaged in scientific and engineering activities, improve public understanding of the profession and its contributions, foster education in engineering and science, promote communication among engineers and scientists and with the other professional groups, and stimulate outstanding professional accomplishments. AIBEP shall also serve the needs and professional interests of its associates, bring to bear the scientific and technical capabilities of the profession in areas of national concern where it is equipped to

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contribute, and undertake other measures appropriate to its purpose.

The specific AIBEP objectives are to include but not be limited to, in agreement with provisions of state and federal laws:

- (a) To promote, prepare, support and distribute proceedings of American venues of the International Symposium on Beamed Energy Propulsion (ISBEP) and similar scientific meetings and events;
- (b) To unite beamed-energy propulsion research and development community by offering an association in AIBEP and maintenance of associational benefits;
- (c) To facilitate collaborative efforts in research and development of beamed-energy propulsion;
- (d) To collect and store the body of knowledge, comprised of research papers, articles, reviews, technical notes, reports, pamphlets, meeting proceedings, books, audio and video media and other sources of information on beamed-energy propulsion open to public. To provide the information on beamed-energy propulsion to scholars and students in accordance with provisions of state and federal laws;
- (e) To issue periodical and non-periodical printed matter pertinent to the beamed-energy propulsion;
- (f) To prepare, maintain and distribute honorary and monetary awards to individuals who have significantly advanced the knowledge and understanding of beamed-energy propulsion;



- (g) To educate the general public regarding the benefits of beamed-energy propulsion to society, particularly in the areas of space travel and space exploration;
- (h) To prepare, maintain and distribute scholarships to students of higher education institutions pursuing advanced scientific and/or engineering degrees in the fields pertinent to the beamed-energy propulsion;
- (i) To meet with governmental representatives and to provide governmental committees, agencies and boards with reports addressing research and development on beamed-energy propulsion;
- (j) To engage in other lawful activities serving to the main objective of the corporation.



ARTICLE 3

DIRECTORS

SECTION 1. NUMBER

AIBEP shall have not less than three and not more than nine directors and collectively they shall be known as the Board of Directors.

SECTION 2. ELIGIBILITY AND QUALIFICATIONS

Each director shall be of the age of majority in the State of Alabama. He or she shall be a U.S. Citizen or U.S. permanent resident.

The director shall be an AIBEP associate in good standing at the time of election and throughout his or her term.

The director shall have an internationally recognized name in beamed-propulsion community and acclaimed commitment to the objectives and purposes of the American Institute of Beamed Energy Propulsion. This status can be established over his present record of research, publications and other accomplishments, and/or public service pertinent to the research and development of the field of beamed energy propulsion and/or related technologies.

SECTION 3. POWERS

Subject to the provisions of the laws of the State of Alabama and any limitations in the articles of incorporation and these Bylaws relating to actions required or permitted to be taken or approved by the corporation associates, if any, the activities and affairs of AIBEP



shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

A director shall perform his duties in good faith, in a manner such a director believes to be in the best interest of AIBEP and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Enforce these Bylaws
- (c) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of AIBEP;
- (d) Supervise all officers, agents and employees of AIBEP, except as otherwise provided in these Bylaws, to assure that their duties are performed properly;
- (e) Meet at such times and places as required by these Bylaws;
- (f) Register their addresses with the Secretary of AIBEP, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5. NOMINATION, SELF-NOMINATION AND TERMS OF OFFICE



The initial directors are nominated by the incorporator of AIBEP.

Upon acceptance of his or her position, each initial director serves for an initial term of 2 years. After the initial 2-year term, the director can be re-elected by the board for another 2-year term. The number of consecutive re-elections is unlimited.

The term “initial director” remains as an honorary title of the director as long as he serves on the board. There is no other difference between initial director and director, inasmuch as specified above.

A new candidate for the Board of Directors must be nominated by at least one director. Initial term of a new director is 1 year. Upon completion of the initial term, the director can be re-elected by the board for a 2-year term. The number of re-elections for consecutive 2-year terms is unlimited.

Self-nomination is sufficient for a director for being up for a re-election. In addition to self-nomination, a director can nominate only one candidate for director per his service term.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that a reasonable reimbursement may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as



may be designated from time to time by resolution of the Board of Directors. Upon acceptance by the majority of the board, meetings can be arranged as teleconferences, coordinated at the principal office of the corporation.

SECTION 8. REGULAR BUSINESS MEETINGS

Regular business meetings of directors shall be held annually on the first Monday of March, unless otherwise provided by the Board or at some other date as may be designated from time to time by resolution of the Board of Directors.

At the regular meeting of directors, new directors shall be elected by the Board of Directors or serving directors shall be re-elected by the Board of Directors, providing that their service terms are due for re-election. Voting for the election (or re-election) of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

SECTION 9. SPECIAL BUSINESS MEETINGS

Special business meetings of the Board of Directors may be called by the President, the majority of the Board of Directors, or, if different, by the persons specifically authorized under the laws of Alabama to call special business meetings of the Board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS



Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving the notice for meeting of the Board of Directors:

- a) Regular Business Meetings. No notice need be given of any annual regular business meeting of the Board of Directors.
- b) Special Business Meetings. At least two weeks prior notice shall be given by the Secretary of AIBEP to each director of each special business meeting of the Board. Such notice may be oral or written, may be given personally, by mail, by telephone, by facsimile machine or electronically, and shall state the place, date and time of the meeting and the matters proposed to be acted upon on the meeting. No other business shall be transacted at such meetings. In the case of facsimile or electronic notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or a telephone call within forty eight hours of the first facsimile or electronic transmission.
- c) Waiver of Notice. Whenever any notice of a business meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of state of Alabama, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of the majority of the members of the Board of Directors. For example, when the board consists of six directors, the quorum is reached by four directors.



Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the presiding person of the meeting shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision determined by a majority vote of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of AIBEP or, in his absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of AIBEP shall act as secretary of all meetings of the Board, provided that, in his absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist: (1) on the death, incapacitation, resignation or removal of any director; and, (2) whenever the number of authorized directors is increased.

Any director may resign effective upon given written notice to the President, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the



corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the state of Alabama.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of Alabama.

Any Director who misses two (2) consecutive Annual business meetings of the Board of Directors without a valid excuse, satisfactory to the officers of AIBEP, shall be considered to have constructively resigned as a Director of AIBEP and his or her place shall be filled by election of a new Board member.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board shall be filled by approval of the Board of Directors. Election of an individual to the Board of Directors shall require approval by a majority of the directors, then in office or by a sole remaining director. Notice of planned election for the Board shall be given to all directors at least 90 days before the election is held. Nominations for the Board shall be made at least 60 days before the election, and all candidates shall be entitled to present information about themselves to all directors prior to the election. In the event that no individual receives the approval of a majority of directors, the vacancy remains open.

A person elected to fill a vacancy on the board shall hold office until the expiration of his or her service term, or until his or her death, incapacitation, resignation or removal from office.



SECTION 15. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of AIBEP shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Alabama.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.



ARTICLE 4

OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of AIBEP shall be a President, a Vice President, a Secretary, and a Treasurer. One person may hold any two offices except President and Secretary.

The corporation may also have more than one Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Excepting the President, Vice President, and Treasurer, any may serve as officer of AIBEP. Qualifications of the President and Vice President are the same as those for director, as given in Article 3 Section 2 of these Bylaws. Treasurer of AIBEP must possess at least Bachelor's degree in Accounting earned from an accredited higher education institution in United States.

SECTION 3. ELECTIONS, ASSIGNMENTS AND TERM OF OFFICE

The incorporator of AIBEP serves as initial President for initial 3-year term. Upon completion of initial term of office, the President shall be re-elected or a new President shall be elected by the Board of Directors. The number of presidential re-elections for consecutive 3-year terms is unlimited.

The President assigns, reassigns and removes all other officers. Each officer shall hold office until he or she resigns or is removed or



is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer excepting the President may be removed, either with or without cause, by the President. Any officer may resign at any time by giving written notice to the President, or, if he or she is a President, to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the President relating to the employment of any officer of the corporation, or the Board of Directors relating to the employment of the President of AIBEP.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer excepting the President shall be filled by the President. If the Presidential office is vacant, the vacancy shall be filled by the Board of Directors.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of AIBEP and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from



time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the associates, if any. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of AIBEP, execute such deeds, mortgages, bonds, contracts, checks, or other instruments of the corporation.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or by the President.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the President may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of associates, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.



See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the AIBEP an association book containing the name and address of each and any associate, and, in the case where any association has been terminated, he or she shall record such fact in the association book together with the date on which such association ceased.

Exhibit at all reasonable times to any director of AIBEP, or to his agent or attorney, on request therefore, the Bylaws, the association book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him from time to time by the President.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of AIBEP, and deposit all such funds in the name of corporation in such banks, trust companies, or other depositories as shall be selected by the President.

Receive, and give receipt for, monies due and payable to AIBEP from any source whatsoever.



Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the President, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to the President of AIBEP, any Director of AIBEP, or to his or her agent or attorney, on request there for.

Render to the President, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of AIBEP, or by these Bylaws, or which may be assigned to him or her from time to time by the President.

SECTION 10. COMPENSATION

The President and Vice President shall serve without compensation except that a reasonable reimbursement may be paid to them for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

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Excepting the President and Vice President, the salaries of Secretary, Treasurer, and all other officers and staff members, if any, shall be fixed from time to time by resolution of the Office of the President. In all cases, any salaries received by the officers and staff of AIBEP shall be reasonable and given in return for services actually rendered to or for the corporation.



ARTICLE 5

ASSOCIATES

SECTION 1. ELIGIBILITY AND CLASSES OF ASSOCIATES

Any person engaged in the professional practice of the sciences and/or technology of beamed energy propulsion, or in other work which contributes to the advancement of beamed energy propulsion, or any person of the age of majority in State of Alabama who has an interest in the development or application of beamed energy propulsion shall be eligible for association in the Institute.

The Institute shall admit the following classes of associates, for which the specific qualification, dues, obligations, prerogatives, transfer, and the causes for termination of association shall be fixed by these Bylaws. No associate shall have more than one association with AIBEP, except as expressly provided in or authorized by the Articles of Incorporation, these Bylaws, or provisions of law. All associates shall have the same rights, privileges, restrictions and conditions, unless otherwise specified in these Bylaws. The classes and qualifications for association of AIBEP are as follows:

Associate. Any person who has an interest in the development or application of beamed energy propulsion may become an Associate of the American Institute of Beamed Energy Propulsion upon payment of the annual association dues as established from time to time by the Board of Directors.

Student Associate. Any person interested in beamed energy propulsion whose primary activity is study at a recognized college, university, or secondary school offering curricula and studies



acceptable to the Institute may become a Student Associate of American Institute of Beamed Energy Propulsion providing that the application has been authenticated by the principal or faculty advisor, or other adequate proof of enrollment is submitted with the application to the Secretary of AIBEP, and provided, further, that such person has paid the annual dues for that category of association established from time to time by the Board of Directors.

Retiree Associate. Any retired person who has an interest in the development or application of beamed energy propulsion may become a Retiree Associate of the American Institute of Beamed Energy Propulsion upon payment of annual association dues for that category of association as established from time to time by the Board of Directors.

Lifetime Associate. Any person who has an interest in the development or application of beamed energy propulsion may become a Lifetime Associate of American Institute of Beamed Energy Propulsion upon payment of lifetime association due as established from time to time by the Board of Directors.

Fellow. Any individual associate who has attained a level of distinction in beamed energy propulsion or related field and shall have made notable and valuable contributions to the sciences and technology of beamed energy propulsion or related field and is in good standing, may become a Fellow of American Institute of Beamed Energy Propulsion.

Institutional Associate. Any academic institution, society, library, agency, industry, nonprofit and for-profit corporation, or similar organization whose activities include professional practice of the sciences or technology of beamed energy propulsion may become an



Institutional Associate of American Institute of Beamed Energy Propulsion upon payment of annual institutional association dues as established from time to time by the Board of Directors.

The Board of Directors may from time to time, if it so determines such is warranted, establish other types of associations.

SECTION 2 PRIVILEGES OF ASSOCIATES

Associates, Lifetime Associates, and Fellow Associates shall be eligible to hold office, to serve at the Board of Directors and to vote and to other privileges as established from time to time by the Board of Directors and provided by these Bylaws, Article of Incorporation and state and federal laws.

SECTION 3. ADMISSION OF ASSOCIATES

Applicant of each class of association shall be considered for admission to association of AIBEP upon the application properly filled out, and together with paid application fees and pertinent dues, if any, submitted to the Secretary of AIBEP.

- (a) Applications for Associate, Student Associate, Retiree Associate, and Lifetime Associate of AIBEP are accepted upon review by the President. The President has the authority to refuse association for listed herein classes of association.
- (b) Applications for Institutional Associate are accepted upon review by the Executive Committee. Executive Committee has the authority to refuse Institutional association.



(c) Applications for Fellow of American Institute of Beamed Energy Propulsion are accepted upon the unanimous vote of the Board of Directors.

SECTION 4. ASSOCIATION FEES AND DUES

The association fees and dues, if any, are established from time to time by the Board of Directors and shall be due annually on the date of admission.

SECTION 5. NUMBER OF ASSOCIATES

There is no limit on the number of associates the AIBEP can admit.

SECTION 6. BOOK OF ASSOCIATES

The corporation shall keep the book of associates of the AIBEP containing the name and address of each associate. Termination of association of any associate shall be recorded in the book, together with the date of termination of such association. Such book shall be kept at the AIBEP principal office.

SECTION 7. NONLIABILITY OF ASSOCIATES

An associate of AIBEP is not, as such, personally liable for the debts, liabilities, or obligations of AIBEP.

SECTION 8. NONTRANSFERABILITY OF ASSOCIATION

No associate may transfer an association or any right arising there from. All rights of association cease upon the associate's death.

SECTION 9. TERMINATION OF ASSOCIATION

The association of an associate in AIBEP shall terminate upon the occurrence of any of the following events:

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- (1) Upon his or her notice of such termination delivered to the President or Secretary of AIBEP personally or by mail, such association to terminate upon the date of delivery of the notice or date of deposit in the mail;
- (2) Upon a failure to renew the association by paying annual dues on or before their due date, such termination to be effective sixty (60) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of AIBEP. An associate may avoid such termination by paying the amount of delinquent dues within a sixty (60) day period following the associate's receipt of the written notification of delinquency.
- (3) Upon a determination of the Board of Directors that the associate has engaged in conduct materially and/or seriously prejudicial to the interests or purposes of AIBEP. Any person expelled from AIBEP shall receive a refund of annual dues already paid for the current year (if applicable).

All rights of an associate of AIBEP shall cease on termination of association as herein provided.



ARTICLE 6

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of President, Vice President and one or two board members, if any, and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filled with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws



concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by the resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.



ARTICLE 7

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The President, except as otherwise provided in these Bylaws, may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of AIBEP, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of AIBEP.

SECTION 3. DEPOSITS

All funds of AIBEP shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the President may select.

SECTION 4. GIFTS

The President may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit purposes of AIBEP.



ARTICLE 8

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, of all meetings of associates, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its associates, if any, indicating their names and addresses and, if applicable, the class of association held by each associate and the termination date of any association;
- (d) A copy of AIBEP's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the associates, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use and it will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.



SECTION 3. DIRECTOR'S INSPECTION RIGHTS

Every director shall have the right for any proper purpose at any reasonable time to inspect books and records of AIBEP as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of Alabama or to the associates, if any, of AIBEP, to be so prepared and delivered within the time limits set by law.



ARTICLE 9

IRC 501 (c) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of AIBEP shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in, (including the publishing and distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, AIBEP shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of AIBEP shall inure to the benefit of, or be distributable to, its associates, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of AIBEP.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of AIBEP, its assets remaining after payment, or provision for payment, of all debts and liabilities of this



corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.



ARTICLE 10

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the Board of Directors of AIBEP to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted for approval of the Board of Directors.



ARTICLE 11

CONSTRUCTION AND TERMS

SECTION 1. CONFLICT AND INVALIDITY

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of AIBEP, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

SECTION 2. INCORPORATOR

The Incorporator is designated under the Articles of Incorporation. The Incorporator of AIBEP shall have all responsibilities and duties as described in these Bylaws and the Articles of Incorporation of this corporation, and as provided by law.

SECTION 3. GENDER USAGE

The use of the masculine gender is intended to be interchangeable with the feminine gender wherever it occurs in the Bylaws.

SECTION 4. REFERENCES

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of AIBEP filed with an office of the State of Alabama and used to establish the legal existence of this corporation.



All references in these Bylaws to a section or sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.



ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of the American Institute of Beamed Energy Propulsion, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 34 preceding pages, as the Bylaws of this corporation.

Dated: _____

Andrew V. Pakhomov

Franklin B. Mead, Jr.

Claude R. Phipps

Jordin T. Kare



ARTICLE 12

CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt corporation (AIBEP) interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of AIBEP or might result in a possible excess benefit transaction instead of benefitting AIBEP. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the AIBEP has a transaction or arrangement,
- b. A compensation arrangement with AIBEP or with any entity or individual with which AIBEP has a transaction or arrangement, or



c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which AIBEP is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest.

3. Conflict of Interest

A conflict of interest may exist when the financial interests of any Director, officer or staff member, or said person's immediate family, are competing with the interests or concerns of the corporation.

SECTION 3. PROCEDURES

1. Duty to Disclose

In connection with any actual conflict of interest, an interested person must disclose the existence of the conflict and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest



a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.



b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article 12 was adopted on 2/21/08 by majority vote of the Board of Directors.