

INTERNATIONAL FINE PARTICLE RESEARCH INSTITUTE, INC.

BY-LAWS

ARTICLE I - MEMBERS

Section 1. Eligibility

Subject to the laws of the United States regulating the export of technical information, any corporation, proprietorship, partnership, association or other business entity engaged in fine-particle related manufacturing, specifying, or processing may become a Full Member ("Full Member") by entering into a membership agreement in a form approved by the Board of Directors and by paying an amount to be established equitably and fairly from time to time by the Board of Directors ("membership fee").

Section 2. Term

Each Full Membership shall be for a term of one year, unless otherwise provided by the Board of Directors. Any member may extend its membership for additional terms by paying, in respect of each such term, the then existing membership fee.

Section 3. Annual Meeting

An annual meeting of the members, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at such place, on such date, and at such time as the Board of Directors shall each year fix.

Section 4. Special Meetings

Special meetings of the members, for any purpose or purposes prescribed in the notice of the meeting, may be called by the Board of Directors, the Chairman of the Board of Directors, or the President and shall be held at such place, on such date, and at such time as they or he shall fix. It shall be the duty of the Chairman of the Board of Directors to call a special meeting of the members whenever requested to do so in writing by a majority of the members.

Section 5. Notice of Meetings

Notice of the place, date, and time of all meetings of the members shall be given, not less than ten nor more than sixty days before the date on which the meeting is to be held, to each member entitled to vote at such meeting, except as otherwise provided herein or required by law (meaning, here and hereinafter, as required from time to time by the General Corporation Law of the State of Delaware or the Certificate of Incorporation). When a meeting is adjourned to another place, date or time, notice need not be given of the adjourned meeting if the place, date, and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 6. Record Date

The record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the day next proceeding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held, and the record date for determining members entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is expressed.

Those persons, and only those persons, who are members on the record date shall be entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to corporate action in writing without a meeting.

Section 7. Quorum

At any meeting of the members, one-third (1/3) of the members entitled to vote at the meeting, present in person or by proxy, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by law.

If a quorum shall fail to attend any meeting, the chairman of the meeting or the majority of the members entitled to vote who are present, in person or by proxy, may adjourn the meeting to another place, date, or time.

If a notice of any adjourned special meeting of members is sent to all members entitled to vote thereat, stating that it will be held with those present constituting a quorum, then except as otherwise required by law, those present at such adjourned meeting shall constitute a quorum, and all matters shall be determined by a majority of the votes cast at such meeting.

Section 8. Organization

Such person as the Board of Directors may have designated or, in the absence of such a person, the highest ranking officer of the corporation who is present, shall call to order any meeting of the members and act as chairman of the meeting. The Secretary shall act as secretary of the meeting. In the absence of the Secretary, the secretary of the meeting shall be such person as the chairman of the meeting appoints.

Section 9. Conduct of Business

The chairman of any meeting of members shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seem to him or her in order.

Section 10. Proxies and Voting

At any meeting of the members, every member entitled to vote may vote in person or by proxy authorized by an instrument in writing filed in accordance with the procedure established for the meeting.

Each member shall have one vote, except as otherwise provided herein or required by law.

All voting, except where otherwise required by law, may be by a voice vote; provided, however, that upon demand therefore by a member entitled to vote or his proxy, a ballot vote shall be taken. Each ballot shall state the name of the member or proxy voting and such other information as may be required under the procedure established for the meeting. Every vote taken by ballots shall be counted by an inspector or inspectors appointed by the chairman of the meeting.

Except as otherwise provided herein or required by law, all matters shall be determined by a majority of the votes cast.

Section 11. Membership List

A complete list of members entitled to vote at any meeting of members, arranged in alphabetical order and showing the address of each such member, shall be open to the examination of any such member, for any purpose germane to the meeting, during ordinary business hours for a period of at least ten (10) days prior to the meeting, at the principal office of the corporation.

The membership list shall also be kept at the place of the meeting during the whole time thereof and shall be open to the examination of any such member who is present. This list shall presumptively determine the identity of the members entitled to vote at the meeting.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Number and Term of Office

The number of directors who shall constitute the whole board shall be such number of directors as are each year nominated and elected to the Board of Directors by the members; provided, however, that the number of directors shall not exceed the number of members of the corporation. Each director shall be elected for a term of one year and until his successor is elected and qualified, except as otherwise provided herein or required by law. Each member shall have the right to nominate and elect one member of the Board of Directors.

Section 2. Regular Meetings.

Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. A notice of each regular meeting shall not be required.

Section 3. Special Meetings.

Special meetings of the Board of Directors may be called by one-fifth of the directors then in office or by the Chairman of the Board or the President and shall be held at such place, on such date, and at such time as they or he or she shall fix. Notice of the purpose, place, date, and time of each such special meeting shall be given each director by whom it is not waived by mailing written notice not less than ten days before the meeting or by telegraphing or telexing the same not less than five days before the meeting.

Section 4. Chairman and Vice Chairman.

The Board of Directors, at its first meeting after every annual meeting of members, shall appoint from its membership a Chairman of the Board of Directors and a Vice Chairman of the Board of Directors. Candidates for such positions shall be directors nominated by the Nominating Committee or nominated by any director at such meeting.

Section 5. Quorum.

At any meeting of the Board of Directors, one-fifth of the total number of the whole board shall constitute a quorum for all purposes. If a quorum shall fail to attend any meeting a majority of those present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

Section 6. Participation in Meetings by Conference Telephone

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

Section 7. Conduct of Business.

At any meeting of the Board of directors, business shall be transacted in such order and manner as the board may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law. Action may be taken by the Board of Directors without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

Section 8. Powers

The Board of Directors may, except as otherwise required by law, exercise all such powers and do all such acts and things as may be exercised or done by the corporation, including, without limiting the generality of the foregoing, the unqualified power;

- (1) To purchase or otherwise acquire any property, rights or privileges on such terms as it shall determine;
- (2) To authorize the creation, making and issuance, in such form as it may determine, or written obligations of every kind, negotiable or non-negotiable, secured or unsecured, and to do all things necessary in connection therewith;
- (3) To remove any officer of the corporation with or without cause, and from time to time to devolve the powers and duties of any officer upon any other person for the time being;
- (4) To confer upon any officer of the corporation the power to appoint, remove and suspend subordinate officers and agents;
- (5) To select, or to authorize any officer of the corporation to select, one or more technologists who shall supervise the conduct of research and development work, and to determine the salaries or other remuneration to be paid to such technologists;
- (6) To let contracts for the performance of research and study projects to academic or other institutions or to individuals;
- (7) To adopt from time to time regulations, not inconsistent with these by-laws, for the management of the corporation's business and affairs.

Section 9. Compensation of Directors

Directors, as such, shall serve without salary or other compensation but, by resolution of the Board of Directors, may be allowed the expenses of attending meetings of the Board. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any capacity as an officer, agent, or otherwise and receiving compensation therefor.

ARTICLE III - COMMITTEES

Section 1. Committees of the Board of Directors.

The Board of Directors, by a vote of a majority of the directors present at any meeting of directors at which a quorum is present, may from time to time designate other committees of the board, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the board and shall, for those committees, elect a director or directors to serve as the member or members, designating, if it desires, other directors as alternate members who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of any committee and any alternate member in his place, the member or members of the committee present at the meeting and not disqualified from voting, whether or not he or they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member.

Section 2. Conduct of Business

Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Adequate provision shall be made for notice to members of all meetings; a majority of the members shall constitute a quorum unless the committee shall consist of one member, in which event one member shall constitute a quorum; and all matters shall be determined by a majority vote of the members present. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such committee.

ARTICLE IV - OFFICERS

Section 1. Generally

The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and a Succession Chair and such other subordinate officers as may from time to time be appointed by the Board of Directors. Officers shall be elected by the Board of Directors, which shall consider that subject at its first meeting after every annual meeting of members. Each officer shall hold his office until his successor is elected and qualified or until his earlier resignation or removal. Any number of officers may be held by the same person except that the officers of President and Secretary may not be held by the same person. Unless otherwise provided by the Board of Directors, the officers of the corporation shall serve without compensation.

Section 2. President

The President shall be the chief executive officer of the corporation. Subject to the provisions of these by-laws and to the direction of the Board of Directors, he or she shall have the responsibility for the general management and control of the affairs and business of the corporation and shall perform all duties and have all powers which are commonly incident to the office of chief executive or which are delegated to him or her by the Board of Directors. He or she shall have power to sign all membership certificates, contracts and other instruments of the corporation which are authorized. He or she shall have general supervision and direction of all of the other officers and agents of the corporation. The President shall also issue or cause to be issued all authorized notices for all meetings of the members and the Board of Directors. The President may, with the agreement of the Board of Directors, undertake the duties of the Treasurer as outlined in Section 5 following. In such a case a Secretary/Treasurer shall be appointed. The President shall be an ex-officio member of any committees the Board may deign to create and may instruct a Vice President to attend in his or hers place in all cases without a vote.

Section 3. Vice President.

Vice President shall have such duties and powers as may from time to time be delegated to him or her by the Board of directors or by the President. In the absence or disability of the President, the Vice President shall have the duties and powers of the President.

Section 4. Secretary.

The Secretary shall keep minutes of all meetings of the members and the Board of Directors. He or she shall have charge of the corporate books and records, and shall affix the corporate seal to corporate documents and attest the same when authorized by the President, the Vice President, the Board of Directors or any committee thereof. The Secretary shall cause to be prepared and made out, at least ten days before every meeting of members, a full, true and correct list, in alphabetical order, of the names and addresses of all members on the books of the corporation and shall certify such list for use at such meeting. He or she shall have such other duties and powers as are commonly incident to his or hers office or are delegated to him or her by the Board of directors or by the President.

Section 5. Treasurer and Assistant Treasurers.

The Treasurer shall be responsible for keeping a full and accurate account of all receipts and disbursements in the books of the corporation and for the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He or she shall have authority to receive and give full discharge for the same, and to endorse for deposit on behalf of the corporation all checks, drafts, notes, warrants, orders and other papers requiring endorsement. He or she shall be responsible for the disbursement of the monies of the corporation under the direction of the Board of Directors. He or she may, in the discretion of the Board of directors, be required to give a bond in any amount satisfactory to the Board of Directors for the faithful performance of the duties of his or hers office and for the restoration to the corporation in case of his or hers death, resignation, or removal from office of all books, papers, vouchers, money, or other property of whatever kind in his possession, belonging to the corporation. He or she shall cause to be prepared annually, or at more frequent intervals if so requested by the Board of Directors, a full statement of the finances of the corporation. He or she shall perform such other duties as may be conferred upon him by the Board of Directors or by the

President. The Board of Directors may appoint one or more Assistant Treasurers who shall have such powers and perform such duties as the Board of Directors may direct.

Section 6. Delegation of Authority.

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any other provision hereof. Where the President also undertakes the Treasurers role as outlined in Section 5 above, the combined office of Secretary/Treasurer shall carry out the duties of the Secretary with oversight of the Treasurers function on a semi-annual basis through the Audit Report.

Section 7. Removal

Any officer of the corporation may be removed at any time, with or without cause, by the Board of Directors.

Section 8. Action with Respect to Securities of Other Corporations.

Unless otherwise directed by the Board of Directors, the President shall have the power to vote and otherwise act on behalf of the corporation, in person or by proxy, at any meeting of members of or with respect to any action of members of any other corporation in which this corporation may hold securities and otherwise to exercise any and all rights and powers which this corporation may possess by reason of its ownership of securities in such other corporation.

ARTICLE V - ACADEMIC CONSULTANTS

Section 1.

The Board of Directors may from time to time appoint up to five (5) Academic Consultants having expertise in fine-particle technology (the "Consultants") to act as advisors to the corporation, the Board of Directors and any other committee..

Section 2. Function.

The function of the Consultants is to advise the Board of Directors in the Board's's selection of appropriate research areas, the selection of academic or other institutions to perform research, and the direction of research; to solicit new members of the corporation; and otherwise to assist in achieving the objectives for which the corporation has been formed. The Consultants shall serve upon such terms and conditions as shall be approved by the Board of Directors, but without compensation except to the extent otherwise specifically provided. Nothing herein contained shall be construed to preclude any Consultant, his or her University Department or Organization, or members of the faculty of his or her University Department or Organization from entering into contracts with the corporation to perform or assist in technical research and to receive compensation thereof.

Section 3. Termination.

Any Consultant shall serve at the pleasure of the Board of Directors and shall be subject to termination at any time, with or without cause, at the direction of the Board.

ARTICLE VI - NOMINATING COMMITTEE

Section 1. Committee.

There shall be a Nominating Committee of the corporation consisting of the Nominating Chair, Chairman of the Board of Directors and three other members appointed by the Chairman of the Board from the membership of the Board of Directors.. The President attends ex officio without a vote.

Section 2. Functions.

The Nominating Committee shall propose candidates for the elections of: (1) Chairman and Vice Chairman of the Board of Directors and (2) officers including President and Vice President

Section 3. Term.

The members of the Nominating Committee shall serve, in the case of the two ex officio members, until they are replaced in their offices and, in the case of the three appointed members, until replacements are appointed by the Chairman of the Board of Directors.

Section 4. Quorum.

At any meeting of the Nominating Committee, a majority of the members thereof shall constitute a quorum for all purposes.

Section 5. Meeting.

Meetings of the Nominating Committee may be called by the President, the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, the Nominating Committee, or by any two members of the Nominating Committee, and shall be held at such place, on such date, and at such time as they or he shall fix.

ARTICLE VII - CORPORATE ACTIVITIES

Section 1. Purpose and Activities.

The corporation has been formed as a nonprofit corporation to promote and conduct research in the processing, handling, reacting, mixing, conveying, producing, recovering, or the like, of fine-particle solids alone or in a mixture with any liquid or gaseous form of fluid. To the extent feasible and practicable, all research will be published in established technical journals or otherwise placed in the public domain. The corporation may undertake or coordinate specific engineering or research work for others, at their expense, as a sponsor of the work, if such work shall be considered by the corporation to advance the purposes of the corporation and if the sponsor shall agree that the results thereof may be placed in the public domain.

ARTICLE VIII-NOTICES

Section 1. Notices.

Whenever notice is required to be given to any member, director, officer, or agent, such requirement shall not be construed to mean personal notice. Such notice may in every instance be effectively given by depositing a writing in a post office or letter box, in a post-paid, sealed wrapper, or by any form of direct electronic communication such as e-mail, which may be received in written form, addressed to such member, director, officer, or agent at his or her address as the same appears on the books of the corporation. The time when such notice is dispatched shall be the time of the giving of the notice.

Section 2. Waivers.

A written waiver or waiver received by electronic means in written form of any notice, signed by a member, director, officer, or agent, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such member, director, officer, or agent. Neither the business nor the purpose of any meeting need to be specified in such a waiver.

ARTICLE IX - MISCELLANEOUS

Section 1. Facsimile Signatures.

Facsimile signatures of any officer or officers of the corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

Section 2. Corporate Seal.

The Board of Directors may provide a suitable seal, containing the name of the corporation, which seal shall be in charge of the President or the Secretary. If and when so directed by the Board of Directors or a Committee thereof, duplicates of the seal may be kept and used by the Treasurer or by the Assistant Secretary or Assistant Treasurer.

Section 3. Reliance Upon Books, Reports and Records.

Each director, each member of any committee designated by the Board of Directors, and each officer of the corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or other records of the corporation, including reports made to the corporation by any of its officers, by an independent certified public accountant, or by an appraiser selected with reasonable care.

Section 4. Resignations.

Any director, officer, committee member, scientific advisor or consultant may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Time Periods.

In applying any provision of these by-laws which require that an act to be done or not done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

Section 6. Patents.

The corporation may own patents. Consistent with the purpose of the corporation to make the results of investigation and studies available to the public, the corporation shall grant to each member a nonexclusive, royalty-free license to any patent or patent application or an invention made during the course of membership. The corporation may also license any patent or patent application on a nonexclusive basis to nonmembers for a reasonable royalty.

Section 7. Dissolution.

Upon any dissolution of the corporation, no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets. The balance of all assets of the corporation remaining after the payment of all debts and obligations of the corporation shall be distributed as provided in the Certificate of Incorporation to any one or more organizations organized and operated exclusively for scientific or educational purposes and which qualify under Section 501 (c) (3) of the International Revenue Code of 1954, as the same may be amended from time to time.

Section 8. Amendments.

These by-laws may be amended or repealed by the Board of Directors at any meeting or by the members at any meeting, provided that the text of such amendment(s) or a brief summary of the changes to be effected thereby shall have been set forth in the notice of any such meeting.

ARTICLE X - ASSOCIATE MEMBERS

Section 1. Statement

IFPRI shall have a class of membership called Associate Member.

Section 2. Eligibility and Term.

The terms set out in Article 1 (Members), Sections 1 and 2 shall apply to Associate Members (all reference to Members an membership shall be deemed to include Associate Members and Associate Membership in these sections), subject to the limitations set out in the following sections 4 - 6.

Section 3. Status.

Associate Members are not Directors and may not be Directors of IFPRI and have no right to vote on any matter nor appoint Representatives to any IFPRI's committees.

Section 4. Limitations of Numbers.

There shall be a limit of Associate Members at any one time wherein that number shall not exceed 33% of the total of Members as defined in Section 1.

Section 5. Limitation on Company Size.

Associate Members as eligible under Section 2 above shall not have more than 500 employees or shall be companies that manufacture equipment or software. (Subsidiaries of large companies are not eligible for this category of membership).

Section 6. Proposals for Associate Membership

Proposals for Associate Membership may be made by members of IFPRI, the President or the IFPRI Advisors. Such proposals shall be considered for approval by the Board of Directors.

Section 7. Privileges of Associate Membership.

As Associate member who has paid their membership fee for the IFPRI membership year (September 1st to August 31st next following) shall be entitled to:

1. One representative shall be invited to the IFPRI Annual Meeting, to the Winter Meeting, or any other IFPRI meeting or Workshop in that year of membership and will receive all meeting notes and documentation or other material as received by members.
2. To receive copies of newsletters to members.
3. To receive a11 annual or all final reports issued during their year of membership at their selection from the total available reports for that year.
4. To have access any other IFPRI report issued in the current or earlier years providing the report is available from the IFPRI Website.
5. Associate Members may attend any IFPRI meetings as participants, but cannot vote.
6. Associate Members are entitled to a list of members, their representatives and to a listing of research associates for their personal/private use but shall at all times observe the confidentiality of such lists.

Effective Date June 24, 2018.

