Amended and Restated Bylaws of the
American Committee for the Weizmann Institute of Science, Inc.
(Updated October 27, 2025)

Article I - Purposes

The purposes of the American Committee for the Weizmann Institute of Science, Inc., a corporation organized under the Not-For-Profit Corporation Law of New York (hereinafter the "Corporation") shall be as defined in its Certificate of Incorporation, as amended.

Article II - Offices; Books; Seal

Section 1. Principal Office. The principal office of the Corporation shall be as determined by the Board of Directors or Executive Committee from time to time.

Section 2. Books. The Corporation shall maintain the books or records of membership and correct books of account of the activities and transactions of the Corporation, including its minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws and all amendments thereto and all minutes of the meetings of the Board of Directors.

Section 3. Seal. The seal of the Corporation shall be circular in form bearing the name of the Corporation and the words and figures "Incorporated - New York - 1944."

Article III - Members

The Corporation shall not have members.

Article IV - Board of Directors

Section 1. Number, Qualifications, Term and Classification.

(a) Number. The Corporation shall have a Board of Directors. The Board shall consist of at least twenty (20) Directors and not more than forty-five (45) Directors, as determined by the Board from time to time. The term "entire Board", wherever used in these Bylaws, means the number of Directors elected or appointed as of the most recently held election of Directors, as well as any Directors whose terms have not yet expired.

(b) Elected Directors. The Nominating Committee shall propose the Directors for the Board, who shall be elected upon receiving the approval of the majority of the Directors present at a meeting. The number of Directors so elected shall be between twenty (20) and forty (40).

(c) Appointed and Ex-Officio Directors. In addition to the elected Directors described above, the Board shall also include up to two (2) voting Directors designated in writing to the Secretary by the National Chair of the Board of Directors (the "National Chair") and elected by the Board of Directors, as well as the following voting ex-officio Directors: the Immediate Past National Chair, the Immediate Past President, and the Chair of the President's Circle.

(d) Non-Voting Directors. The Chief Executive Officer shall serve as a non-voting ex-officio Director. Lifetime Members, as defined below, are also non-voting.

(e) Qualifications. Any person who is over eighteen years of age who meets such other qualifications as may be established from time to time by the Board of Directors is eligible to become a Director of the Corporation.

(f) Classification, Term. The Board of Directors shall be classified into two (2) classes, with each class to consist of as nearly equal number of Directors as practicable, so that the term of one class shall expire each year. At each annual meeting of the Board, Directors to replace those whose terms expire shall be elected or appointed to hold office. The terms of office of all Directors will be two (2) years and will expire at the third annual meeting of the Board following their election; provided, however, that each Director will continue in office until his or her successor is elected and qualified, or until his or her earlier death, resignation, removal, or incapacity. All Directors are eligible for unlimited re-election. From time to time the Board of Directors may, at its discretion, elect Directors to a third class, which shall be for a term of one (1) year.

Section 2. New Directors and Vacancies. A vacancy on the Board arising at any time and from any cause may be filled for the unexpired term by the remaining Directors. The Nominating Committee may propose candidates for such vacancies, who may be elected by the affirmative vote of a majority of the remaining Directors.

Section 3. Resignation and Removal. Any Director may resign at any time by giving written notice of such resignation to the Chair or the Secretary of the Corporation. Any Director may be removed at any time with cause by a majority vote of Directors present and entitled to vote, provided there is a quorum of not less than a majority of Directors at the meeting of Directors at which such action is taken.

Article V - Meetings of the Board of Directors

Section 1. Meetings.

(a) Regular Meetings. The Board of Directors shall meet not less than three (3) times per year, including the Annual Meeting of the Board of Directors, which shall be held as near as possible to the birthday of Dr. Chaim Weizmann, as designated by the Chair of the Board of Directors.

(b) Special Meetings. Special meetings of the Board of Directors may be called at any time by the National Chair. Special meetings of the Board of Directors may also be called upon written demand of not less than one-fifth (1/5) of the entire Board. Notice of such special meeting shall specify the time, place, and the purpose or purposes of the meeting and indicate at whose request the meeting is being called. Notice shall be provided not less than thirty (30) days from the date of such written demand. Upon receiving the written demand, the Secretary of the Corporation shall promptly give notice of such meeting, or if he or she fails to do so within five (5) business days t hereafter, any Director signing such demand may give such notice. Notice of special meetings shall be given in the manner prescribed by Section 3 hereunder. Directors shall have the sole and exclusive right to receive notice of special meetings.

Section 2. Method of Participation. Any one or more Directors may participate in a meeting of the Board or of a committee thereof through a telephone or video-conference or other similar technology if all persons participating in the meeting can see and/or hear each other at the same time and can participate in all matters before the Board or committee, as applicable. Participation by such means shall constitute presence in person at the meeting.

Section 3. Notice of Meetings. Whenever notice is required to be given under Section 1 above (except as otherwise provided under Section 1(b)), notice of the time and place of each such meeting shall be given to each Director by mailing the notice at least ten (10) days before the meeting addressed to him or her at his or her residence or usual place of business, or by personally delivering or telephoning, faxing or corresponding using electronic mail such notice at least five (5) days before the meeting.

Notwithstanding the foregoing, the Corporation shall endeavor to give at least thirty (30) days' notice of a meeting. Notice need not be given to any Director who submits a signed Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him or her prior to such meeting or at its commencement. Notice of any adjourned meeting need only be given by announcement at the meeting at which such an adjournment shall be taken.

Section 4. Quorum, Adjournment of Meeting. At any meeting of the Directors, except as otherwise provided by law or these Bylaws, a quorum for the transaction of business shall consist of a number equal to a minimum of five (5) Directors, plus one additional Director for every ten (10) Directors (or fraction thereof) in excess of fifteen (15) Directors. The Directors present may adjourn the meeting despite the absence of a quorum, without notice other than by announcement at the meeting by a majority vote of the Directors present and entitled to vote at such meeting. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting, subject to like requirements with respect to a quorum.

Section 5. Voting. At any meeting of the Directors, each Director, excluding the Chief Executive Officer and Lifetime Members, shall be entitled to one vote. Except as otherwise provided by law or these Bylaws, all questions shall be decided by a majority vote of the Directors present at the time of the vote, provided that a quorum was present at such time at the commencement of the meeting.

Section 6. Annual Report. At the annual meeting of the Board or as soon as practicable, the President and Treasurer, pursuant to the provisions of the New York Not-For-Profit Corporation Law, shall present a report, verified by the Chair and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing:

(a) The assets and liabilities, including the trust funds (if any), of the Corporation as of the end of the fiscal year terminating not more than six months prior to the date of such meeting;
(b) The principal changes in assets and liabilities, including trust funds (if any), of the Corporation during such fiscal year;
(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during such fiscal year; and
(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during such fiscal year.

Such report shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting.

Section 7. Organization. At all meetings of the Board, the National Chair will preside; provided, however, that if the National Chair is not present, the Board will appoint the President or other designee as a chair of the meeting. The Secretary of the Corporation will act as secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 8. Action without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consents may be written or electronic, to the extent permitted by the New York Not-For-Profit Corporation Law. The resolution and the consents thereto by the members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or of such committee.

Article VI - Executive Committee

Section 1. Appointment and Membership. The Board, in its discretion from time to time, may elect an Executive Committee of the Board**,** with size, quorum, notice requirements, and term limits to be decided at the Board's discretion. To the extent an Executive Committee is formed, the Chief Executive Officer shall serve as a non-voting ex-officio member and the National Chair or his or her designee shall serve as its Chair.

Section 2. Meetings. The Executive Committee shall meet as needed between meetings of the Board, as shall be designated by the National Chair.

Section 3. Powers and Duties. The Executive Committee shall be an "executive committee" within the meaning of Section 712 of the New York Not-For-Profit Corporation Law. It shall be responsible for managing the property and business affairs of the Corporation during the period between meetings of the Board of Directors. The Executive Committee shall possess the same powers granted to the entire Board of Directors, except that neither the Executive Committee nor any other committee shall have the authority to:

(a) fill vacancies in the Board or in any Committee;
(b) fix the compensation of the Directors for serving on the Board or on any Committee;
(c) amend or repeal the Bylaws or adopt new Bylaws;
(d) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable;
(e) elect or remove Officers or Directors;
(f) approve a merger or plan of dissolution;
(g) adopt a resolution authorizing the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; or
(h) approve amendments to the Corporation's Certificate of Incorporation.

Specific powers of the Executive Committee shall include establishing and determining policies regarding fundraising, grants, and distributions and governing the relationship between the Corporation and the Weizmann Institute of Science and other Weizmann Institute entities, delegating any of its powers by resolution to any Officer or other special committee created by the Board of Directors, and generally, doing all things necessary or expedient for the due conduct of the affairs of the Corporation not otherwise provided for herein and to the extent not reserved for the entire Board. Any action taken by the Executive Committee and any other committees between meetings of the Board shall be reported to the entire Board at its next meeting.

Article VII - Other Committees

Section 1. Establishment of Committees of the Board. The Board of Directors may, from time to time, create such standing, special or ad hoc committees of the Board as they may deem appropriate, each of which shall perform such duties as may be defined herein or delegated to them by the Board of Directors or Executive Committee. Unless otherwise specified below, each committee shall consist of at least three (3) Directors, including the National Chair who shall serve as a voting ex-officio member. In addition, the Chief Executive Officer shall be a non-voting ex-officio member of each standing or special committee. The entire Board of Directors shall have the power to fill vacancies in the membership of each such committee of the Board.

Section 2. Finance Committee. The Finance Committee shall consist of at least three (3) voting members, including the National Chair and the Treasurer who shall be voting ex-officio members. In addition, the Corporation's Chief Financial Officer shall be a non-voting ex-officio member of this Committee. The Finance Committee shall report to the Board of Directors or designee and shall be responsible for reviewing the budgets of the Corporation and presenting them for approval by the Board of Directors. It shall have general authority to study and deal with all budgetary matters affecting the Corporation and shall have such other budgetary, financial, and planning responsibilities as may, from time to time, be requested of it by the Board of Directors or designee. As delegated by the Board, the Finance Committee shall also provide oversight and review of the Corporation's investment portfolio and make investment decisions.

Section 3. Audit Committee. The Audit Committee shall consist of at least five (5) members, including the National Chair who shall be a voting ex-officio member. All members shall be Independent Directors as defined by Section 102 of the New York Not-For-Profit Corporation Law. The Committee shall oversee the accounting and financial reporting processes of the Corporation, including timely submission of federal and state compliance and tax filings, the Corporation's internal and financial controls, the audit of the Corporation's financial statements, and other applicable duties set forth in Section 712-A of the New York Not-For-Profit Corporation Law. Additionally, the Audit Committee shall review and oversee the implementation of the Corporation's Whistleblower and Conflict of Interest Policies. The Audit Committee shall meet at least annually.

Section 4. Personnel Committee. The Personnel Committee or other designated committee may be established from time to time to review personnel practices of the Corporation, including the compensation of the Chief Executive Officer

Section 5. Nominating and Governance Committee. The Nominating and Governance Committee shall make recommendations to the Board of Directors on (a) persons to be nominated as Officers and Directors and members of the Executive Committee and other committees; and (b) changes to governance matters, board structure, member roles, and if needed, Bylaws and other corporate documents. The Committee shall be composed of at least seven (7) members, with the goal of including members from around the country and including two non-voting members who are not directors.

Section 6. Gift Acceptance Committee. The Gift Acceptance committee shall oversee and recommend policies to the Board of Directors regarding the policies, acceptance and treatment of charitable gifts to the Corporation.

Section 7. Ad Hoc Committees of the Board. The entire Board may from time to time appoint one or more ad hoc committees to advise the Board or standing committees of the Board on various matters, each of which shall have the powers designated to it by the Chair of the Board.

Section 8. Committees of the Corporation. In addition to the committees of the Board described above in Section 1 through Section 8, the Board may also designate Committees of the Corporation or other advisory bodies. The members of such committees shall be designated by the Board. Each committee created pursuant to this section shall have such responsibilities as may be specified in the resolution creating the committee, provided that any committee that is not composed solely of Directors shall not have authority to bind the Board.

Article VIII - Officers

Section 1. Number and Qualification of Officers. The Officers of the Corporation shall include the National Chair, the President, one or more Vice Chairs, a Secretary, and a Treasurer, all of whom shall be elected from among the Board of Directors. The Board of Directors may also elect other Officers from time to time who are not Directors. The Board shall also elect a Chief Executive Officer, who shall be a non-voting ex-officio member of the Board of Directors and the senior professional employee of the Corporation. Any person may hold more than one office of the Corporation, except that no one person may hold the office of both President and Secretary. In addition, no Officer who is an employee of the Corporation may serve as National Chair.

Section 2. Election of Officers; Filling of Vacancies. The Officers of the Corporation shall be elected by a majority vote of the Directors present at the Annual Meeting of the Board of Directors at which a quorum is present. Any vacancy in any office, including the creation of a new office, may be filled by the Board of Directors at any meeting by like vote.

Section 3. Term of Office; Removal of Officers. The term of office for each Officer, except for the Chief Executive Officer, National Chair and President shall be for one year, until the next Annual Meeting of the Board of Directors following his or her election, except that such officer shall continue to serve thereafter until his or her successor shall have been duly elected and qualified. The term of office of the National Chair and President shall be for two (2) years, provided that neither the National Chair nor the President shall hold his or her respective office for more than two (2) consecutive terms. The term of office of the Chief Executive Officer shall expire upon the termination of his or her employment by the Corporation. The Board of Directors may by a majority vote remove any Officer of the Corporation, with or without cause.

Section 4. Other Officers. The Board of Directors may elect such other Officers as it may deem advisable, including Honorary Officers, who shall hold their respective offices for such terms as shall be determined from time to time by the Board of Directors. Dewey D. Stone shall be recognized as the "Founding Chairman" of the Corporation.

Section 5. National Chair. The National Chair shall have the powers and duties as are customarily held by the chair of a board of directors. He or she shall be a voting ex-officio member of all standing and special committees. No employee of the Corporation shall serve as National Chair.

Section 6. President. The President shall have such powers and duties as may from time to time be delegated by the National Chair, and, in the absence or disability of the National Chair, the President shall be vested with all the powers and perform all the duties of the National Chair.

Section 7. Vice Chairs. Each Vice Chair shall have such powers and duties as may from time to time be delegated by the National Chair.

Section 8. Chief Executive Officer. The Chief Executive Officer shall report to the National Chair, the Board of Directors, and the Executive Committee and shall be responsible for working with them on establishing and implementing policies governing the Board of Directors, the Executive Committee, and the Corporation. He or she shall also be responsible for the operations, administration, and personnel of the Corporation. In particular, he or she shall oversee the employees and contractors of the Corporation, including with respect to hiring, termination, assignment of responsibilities or functions, and compensation, all as in accordance with applicable policies established or approved by the Board of Directors or a Committee thereof. The Chief Executive Officer shall be a non-voting ex-officio member of the Board of Directors, the Executive Committee and all other standing and special committees of the Board. The terms of the Chief Executive Officer's employment and compensation shall be determined by the Executive Committee upon the recommendation of the Personnel Committee.

Section 9. Treasurer. The Treasurer shall be responsible for overseeing the receipt of monies by the Corporation and its deposit in such banks, trust companies or other depositories as may be selected by the Executive Committee. He or she shall render a statement of the financial condition of the Corporation to the Executive Committee and Board of Directors and, in general, shall perform all duties incident to the office of the Treasurer and have such powers and duties as may from time to time be delegated by the National Chair or the Executive Committee. If the Board of Directors or the Executive Committee so requires, the Treasurer shall give a bond in such form, with such surety and in such amount as the Board of Directors may direct. The Board of Directors or Executive Committee may elect one or more persons to serve as Assistant Treasurer of the Corporation.

Section 10. Secretary. The Secretary shall be Secretary of the Board of Directors and Executive Committee; shall give or cause to be given all required notices of meetings of the Board of Directors and Executive Committee; shall record the minutes of all meetings of the Board of Directors and Executive Committee in a book to be kept for that purpose; and, in general, shall perform all duties incident to the offices of Secretary and have such other powers and duties as may from time to time be delegated by the National Chair or the Executive Committee. He or she or the designee shall have custody of the seal of the Corporation and shall affix the same to any instrument when duly authorized to do so and shall attest to the same. The Board of Directors or Executive Committee may elect one or more persons to serve as Assistant Secretary of the Corporation.

Section 11. Compensation. No Director, including Directors who serve as Officers, shall receive compensation from the Corporation for his or her services to the Corporation as Directors or Officers. Officers who are not elected from among the Board of Directors may receive reasonable compensation for the performance of their duties as Officers, as determined by the Board. Notwithstanding the foregoing, the Corporation may also engage in transactions in which one or more Directors, Officers, or Key Persons (as defined in the Conflict of Interest Policy) have a financial interest, provided they comply with the Conflict of Interest Policy.

Article IX - Other Positions

Section 1. Lifetime Members. Longstanding leaders of the Corporation who have made significant and lasting contributions to the Corporation may be recognized as Lifetime Members of the Board of Directors. A Lifetime Member shall be proposed by the Nominating Committee and then elected by the Board of Directors or, between Board Meetings, by the Executive Committee. Lifetime Members shall be invited to participate as honorary, non-fiduciary, non-voting members at all meetings of the Board of Directors and do not need to be re-elected. Lifetime Members may be removed by a majority vote of the Board of Directors when a quorum is present.

Section 2. President's Circle. The President's Circle shall consist of those donors to the Corporation who have shown the highest level of financial support for the Corporation and the Weizmann Institute, using criteria adopted by the Board or its designee. Members of the President's Circle shall be invited to the Annual Meeting of the Corporation and the Weizmann Institute of Science. President's Circle members shall not be invited to participate in meetings of the Board of Directors.

Article X - Indemnification

Section 1. Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or such person's testator or intestate, is or was a Director or Officer of the Corporation, a committee member who is not a Director or Officer of the Corporation, or an employee or agent of the Corporation designated for indemnification by the Board, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "indemnified parties"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person as a result of such action, suit or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person's good faith and conduct as is required by applicable law.

Section 2. Advancement of Expenses. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of applicable law, upon receipt of an undertaking by or on behalf of the indemnified party to repay all or a portion of such amount if it shall ultimately be determined that such indemnified party is not entitled to be indemnified by the Corporation or that the expenses so advanced exceed the indemnification to which the indemnified party is entitled.

Section 3. Insurance. The Corporation is authorized to purchase and maintain insurance for the indemnification the Corporation and the indemnified parties in a manner and to the fullest extent permitted by law.

Article XI - Fiscal Year

The fiscal year of the Corporation shall be determined from time to time by the Board of Directors.

Article XII - Investments

Section 1. Investments. The Board has the power to make investments of the funds of the Corporation and to change the same and may sell, from time to time, any part of the securities of the Corporation or any rights or privileges that may accrue thereon.

Section 2. Transfer and Assignment. The Board may authorize any officer, director or other person or persons to execute such form of transfer or assignment as may be customary or necessary to constitute a transfer of stocks, bonds or other securities in the name of or belonging to the Corporation. A corporation or person transferring any such stocks, bonds or other securities pursuant to a form of transfer or assignment so executed shall be fully protected and shall not have any duty to inquire whether or not the Board has taken action in respect thereof.

Section 3. Real Property Transactions. Any purchase of real property by the Corporation or any sale, mortgage, lease, or other disposition by the Corporation of its real property must be authorized in accordance with the applicable provisions of the New York Not-For-Profit Corporation Law, including Sections 509, 510 and 511 thereof.

Article XIII - Contracts, Checks and Other Instruments

The Board may authorize one or more Officers, in the name of or on behalf of the Corporation, to enter into any contract or to execute and to deliver any instrument, or to sign checks or authorize payments, drafts, endorsements, notes or other evidences of indebtedness of the Corporation. Such authority may be general or confined to specific instances, but unless so authorized by the Board or by these Bylaws, no Officer shall have the power or authority to bind the Corporation by any contract or engagement or to render it pecuniarily liable for any purpose or for any amount.

Article XIV - Loans

No loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issued on its behalf unless authorized by Board or designated committee. When so authorized by the Board, any Officer of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other similar institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances. No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through the ordinary deposit of funds in a bank, shall be made by the Corporation to its Directors or Officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or Officers are directors or officers or hold a substantial interest, except a loan to another charitable corporation, as defined in the New York Not-For-Profit Corporation Law.

Article XV - Waiver of Notice

Whenever any notice is required to be given under the provisions of the laws of the State of New York, the Certificate of Incorporation or these Bylaws, a waiver thereof, written or given via electronic mail, signed or authorized by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the required notice.

Article XVI - Amendments

The Board of Directors, by a two-thirds vote of the Directors present at any meeting at which a quorum is present, provided the Directors shall have received at least twenty (20) days' notice of the proposed action, may amend, repeal or adopt Bylaws of the Corporation.