

**RESOLUTION TO AMEND THE CERTIFICATE OF INCORPORATION OF THE
AMERICAN ASSOCIATION OF PHYSICS TEACHERS**

NOW THEREFORE, BE IT RESOLVED, that the Members hereby approve and authorize the amendment of AAPT's certificate of incorporation to (i) allow AAPT Members to approve an action taken without a meeting by written consent of less than all of the members, (ii) to add the post office address of the office without the state at which the books and records of the corporation shall be kept, and (iii) to designate the Secretary of State as agent for service of process; and further

RESOLVED, that the Members hereby authorize and direct the President, Secretary or other Officer of AAPT to execute and file a certificate of amendment with the New York Department of State substantially in form of the draft attached hereto, subject to such changes as may be requested or required by the Department of State or otherwise in order to file such amendment; and further

RESOLVED, that Members hereby authorize and direct the President, Secretary or other Officer of AAPT to take all necessary and proper actions to effectuate such amendment.

My vote regarding this resolution to allow AAPT to base results of elections held electronically on an affirmative majority of those voting and update AAPT information as described in the information presented on the reverse of this page is:

in favor

against

AMERICAN ASSOCIATION OF PHYSICS TEACHERS, INCORPORATED

Resolution of Members Regarding Amendment of Certificate of Incorporation

The voting members (the “Members”) of the American Association of Physics Teachers, Incorporated (“AAPT”), at a meeting held on January __, 2015, adopted the following resolution by a majority vote of the Members present, the affirmative votes cast in favor thereof being at least equal to a quorum:

WHEREAS, AAPT was formed under the New York Membership Corporations Law on February 3, 1958 and is subject to the provisions of the New York Not-for-Profit Corporation Law (“NPCL”); and

WHEREAS, the NPCL requires the unanimous consent of members to approve an action taken without a meeting, unless a provision of the certificate of incorporation, not inconsistent with the NPCL, allows for the written consent of less than all of the members; and

WHEREAS, the Members desire to add a provision to the certificate of incorporation of AAPT to allow Members to approve an action taken without a meeting by written consent of less than all of the Members; and

WHEREAS, the NPCL requires the amendments to the certificate of incorporation include the post office address of the office without the state at which the books and records of the corporation shall be kept and the designation of the Secretary of State as agent for service of process; and

WHEREAS, the NPCL requires that amendments to the certificate of incorporation be authorized by a majority vote of the Members at a meeting, the affirmative votes cast in favor of the amendment being at least equal to a quorum; and

WHEREAS, pursuant to the bylaws of AAPT, Members entitled to cast 100 votes or one-tenth of the total number of votes entitled to be cast thereat, whichever is less, present in person or by proxy, shall constitute a quorum at a meeting of Members for the transaction of any business;

NOW THEREFORE, BE IT RESOLVED, that the Members hereby approve and authorize the amendment of AAPT’s certificate of incorporation to (i) allow AAPT Members to approve an action taken without a meeting by written consent of less than all of the members, (ii) to add the post office address of the office without the state at which the books and records of the corporation shall be kept, and (iii) to designate the Secretary of State as agent for service of process; and further

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RESOLVED, that Members hereby authorize and direct the President, Secretary or other Officer of AAPT to take all necessary and proper actions to effectuate such amendment.