

AMENDED AND RESTATED BYLAWS OF LSST, INC.

August 4, 2016

ARTICLE I Name

This corporation shall be known as LSST, Inc. (hereinafter called the "Corporation"), with principal offices in Tucson, Arizona.

ARTICLE II Purpose

2.1 Primary Purpose. The Corporation has as its primary purpose advancing research and education by collaborating in the construction and operation of an observatory ("Observatory") housing an astronomical telescope to be known as the Large Synoptic Survey Telescope ("LSST"). The data will be used to address problems ranging from an inventory of small bodies in the solar system to probing the contents and structure of the distant universe. It is intended that all of the data will be made publicly available. The purposes for which this Corporation is organized are exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (the "Code").

2.1.1. Mission Statement. The Mission of the Corporation is to enable a profound new understanding of the dynamic Universe and Cosmology by:

- Partnering with NSF (AURA) and DOE (SLAC) in the construction of the LSST telescope, camera and data management system, and
- Engaging international partners in the operation of the LSST Facility and its data access centers, and
- Enabling the full science exploitation of the unique LSST data set through coordination and preparation of the member institutions, the broader physics and astronomy community and our international partners.

2.2 Exemption. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under § 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under § 170(c)(2) of the Code.

ARTICLE III Members

3.1 Founding Institutional Members. The Founding Institutional Members consist of The University of Arizona, The University of Washington, Research Corporation, and the Association of Universities for Research in Astronomy, Inc., through its operating center, the National Optical Astronomical Observatories ("Founding Institutional Member(s)").

3.2 Institutional Members. Membership is open to institutions that are committed to making an intellectual, financial or other significant contribution to the design, construction, and/or operation of the Observatory and the LSST, and the promotion of the LSST. Institutions shall submit written petitions for membership to the Corporation, and such members ("Institutional Member(s)") shall be admitted by a two-thirds vote of the Board of Directors. Institutional Members shall pay annual membership fees in an amount established by the Board of Directors.

3.3 At-Large Members. Individuals, companies or organizations not necessarily affiliated with an institution may become at-large members ("At-Large Members") by making a major donation to the Corporation.

3.4 Termination or Withdrawal of Membership.

3.4.1 Termination. Membership of Founding Institutional Members and Institutional Members that, in the judgment of the Board, fail to meet their commitments to the Corporation may be terminated at any time by two-thirds vote of the Board of Directors.

3.4.2 Withdrawal. A Member may withdraw from the Corporation for any reason upon six months' notice to the Board of Directors. The withdrawing Member's seated Director shall lose all voting rights upon receipt by the Board of Directors of the Notice to withdraw. A withdrawing Member is obligated to pay for its expenses up to the actual date of withdrawal. The withdrawing Member may not remove any assets of the Corporation, including assets provided as in-kind contributions, without a three-quarters vote of the Board of Directors. Any Member who withdraws from the Corporation shall not be entitled to recover any contributions it has made.

ARTICLE IV Board of Directors

4.1 General. The Executive Board of Directors ("Board") shall consist of not less than seven (7) Members and not greater than sixteen (16) Members and shall include Appointed Directors, Elected Directors, and At-Large Directors. Each Executive Director shall so serve until resignation or removal pursuant to the terms of these Bylaws or until her or his successor shall have been elected or appointed and qualified. Election and appointment of directors by the Executive Board and Institutional Members shall occur at each Annual Meeting, but may occur at any other time, as needed.

4.2 General Powers. The Executive Board has responsibility for and power to act with respect to all corporate activities. The Board may enact rules and regulations not inconsistent with the Bylaws. The Board shall oversee the LSSTC involvement in the design, construction, and commissioning of the Observatory and, when completed, in the operation of the Observatory. The Board may enter into such contracts, purchase agreements, leases, easements, other legal arrangements and relationships, and may authorize payments as required, as are otherwise lawful and as it deems necessary to carry out the purpose of the Corporation. The Board is authorized to accept such gifts and grants as it deems will support the purpose of the Corporation and to submit proposals for the support of LSST as it deems appropriate.

4.3 Number, Tenure, and Qualifications.

4.3.1 Appointed Directors. The Appointed Directors shall consist of one Director each from the four Founding Institutional Members and a Director from the host country, Chile. Each Appointed Director shall serve renewable four-year terms, which terms shall be staggered so that every year the four-year term of one Founding Institutional Member appointee shall expire. Such Founding Institutional Member may choose to renew the expiring appointee's four-year term or may appoint a new Appointed Director.

4.3.2 Elected Directors. Directors shall be elected from a slate of candidates presented by the Nominating Committee at the annual meeting by a majority vote of the Executive Board and Institutional Members. Institutional Members may have no more than one Elected Director serving on the Board at any one time. Each Elected Director shall serve renewable four-year terms, which terms shall be staggered so that every year the four-year term of one Elected Director shall expire. Each Institutional Member may submit nominees to the Nominating Committee for consideration.

4.3.3 At-Large Directors. The number of At-Large Directors shall be no more than four, and shall likewise be elected from a slate of candidates presented by the Nominating Committee at the annual meeting by a majority vote of the Board and Institutional Members. At-Large Directors shall serve a four-year term, which terms shall be staggered so that every year the four-year term of one At-Large Director shall expire.

4.3.4 Fixed-term Directors. For the purposes of adding additional expertise in a timely but finite manner to the Executive Board, the Executive Board shall have the authority to appoint Fixed-term Directors to the Executive Board. Each Fixed-term Director shall be appointed for a two (2) year term, renewable. Appointments and renewals shall be approved by a simple majority of the Executive Board. No more than two (2) Fixed-term directors may serve at any time. The appointment of Fixed-term Directors shall not cause the total actual number of Executive Board Directors to exceed the total allowable number of Executive Board Directors established elsewhere in these bylaws.

4.3.5 Laboratory Director. Because SLAC National Accelerator Laboratory (SLAC) has been designated the lead agency for the Camera by the DOE, a Director shall be elected to a four-year term from SLAC to represent the DOE laboratories associated with the Corporation.

4.3.6 Representative. Each Institutional Member shall appoint one Member Representative, who shall represent that Institutional Member at Board meetings. A Member Representative may participate in the Board meeting but shall not have the right to vote on any matter before the Board with the exception that Institutional Members may vote from a slate of candidates presented by the Nominating Committee at the annual meeting for the election of Directors

4.4 Annual Meeting. The annual meeting of the Board shall be held for the purpose of electing Directors and Officers and receiving the annual report from the Chair. Notice of the annual meeting shall be made to all Board Members and Institutional Representatives not less than thirty days prior to the annual meeting.

4.5 Regular Meetings. Regular meetings of the Board may be called by the Chair or at the request of two members of the Board, Notice of time and place of such meeting shall be made to all Board Members and Institutional Representatives no later than ten days prior to the meeting.

4.6 Special Meeting. Special meetings of the Board may be called by the Chair or at the request of two members of the Board, Notice of any special meeting of the Board shall be made to all Board Members and Institutional Representatives at least two days prior to the meeting.

4.7 Participation in meetings by Conference Telephone. Meetings of the Board, whether regular or special, may be held by means of a teleconference or similar communications means, by means of which all persons participating in the meeting can hear each other. A combination of some members being at the meeting place and others participating by telephonic means is authorized. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

4.8 Notice. Notice for the purposes of these Bylaws shall mean written notice delivered in person, e-mail, facsimile or other form of wire or wireless communication, or by mail or private carrier to each director at her or his address as shown by the Records of the Corporation. If mailed, such notice shall be deemed delivered two business days after being deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If delivered by email or facsimile, such notice shall be delivered to the e-mail address or fax number, if any, of the respective director who has supplied such address or number to the Corporation, and shall be deemed delivered upon record of successful transmission to that address or number. If all directors consent to the holding of a meeting without call or notice, such meeting shall be valid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a

meeting that was not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.9 Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting. If a quorum of directors is present when the meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors.

4.10 Voting. A director may vote in person, e-mail, facsimile or other form of wire or wireless communication, by mail or private carrier or by proxy. The following provisions apply to voting by proxy:

4.10.1 Appointment. A director may appoint a proxy to vote or otherwise act for the director by signing and submitting an appointment form. The appointment does not relieve the director of liability for acts or omissions imposed by law on directors.

4.10.2 Effective date. An appointment of a proxy is effective when received by the Secretary. An appointment is valid for one month unless a different period is expressly provided in the appointment form.

4.10.3 Revocable. An appointment of a proxy is revocable by the director.

4.10.4 Validity. The death or incapacity of the director appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless written notice of the death or incapacity is received by the Secretary before the proxy exercises his or her authority under the appointment.

4.10.5 Limitation. Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the director making the appointment.

4.11 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or by these Bylaws.

4.12 Action taken outside a formal meeting. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors.

4.13 Vacancies. Vacancies on the Board resulting from death, incapacity to serve, resignation, removal or otherwise, shall be filled by the remaining directors, unless the vacant position is that of an Appointed Director, in which case the vacancy shall be filled by the

Founding Institutional Member to which the vacant post is attributed. A director so elected or appointed shall hold office for the balance of the term of the director replaced and thereafter pursuant to the terms of these Bylaws.

4.14 Removal. Any director may be removed from office at any time, with or without cause, by a two-thirds vote of the Board. The director proposed to be removed shall receive written notice of the reason for the removal at least fifteen days prior to the date that the vote is to be taken and shall have an opportunity to be heard either orally or in writing by the Board prior to the vote.

4.15 Resignation. Any member of the Board may resign at any time by submitting a written notice of resignation to the Chair or Secretary.

4.16 Compensation. Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for such actual services.

ARTICLE V Officers

5.1 Officers. The officers of the Corporation shall be a Chair, Vice-Chair, Treasurer, Secretary, and, if deemed necessary, an assistant Secretary and an assistant Treasurer. Officers may be, but are not required to be, elected members of the Board. Other officers and assistant officers as needed may be appointed or elected by the Board. The same individual may simultaneously hold more than one office in the Corporation.

5.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Executive Board at the annual meeting. If the election of officers is not held at such meeting, such elections shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of Board. Each officer shall hold office until a successor has been duly elected and shall have qualified.

5.3 Removal. Any officer may be removed, with or without cause, by a two-thirds vote of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby.

5.4 Resignation. Any officer may resign at any time by giving written notice to the Chair or the Secretary of the Corporation. Such resignation shall take effect when received or at any later date specified therein, and the acceptance by the Board of such resignation shall not be necessary.

5.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

5.6 Duties of Officers.

5.6.1 Chair. The Chair shall preside at all meetings and have general direction of all affairs subject to the control of the Board and authority to execute, in the name of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports, and other documents or instruments necessary or proper to carry out the purposes of the Corporation or as authorized by the Board.

5.6.2 Vice Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the power of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board.

5.6.3 Treasurer. The Treasurer shall chair the Finance Committee and shall perform any other duties incident to such office or as determined by the Board.

5.6.4 Secretary. The Secretary shall keep a full, complete, and accurate record of the proceedings of the Board, shall give notice of such meetings as required, and shall discharge such other duties as pertain to the office or as prescribed by the Chair or the Board.

5.6.5 Staff. To facilitate expeditious and efficient conduct of the day-to-day business of the Corporation, the Board may employ such persons as it deems necessary, whose duties shall be prescribed and whose compensation shall be determined by the Board.

ARTICLE VI Committees

The Board may form committees, both standing and special, as is required for the conduct of business. Unless specified in the enacting motion, the Chair, acting on recommendations from the Nominating Committee, shall appoint the members of the committee. Each committee shall include at least one director. The Chair shall be an Ex Officio member of all committees.

ARTICLE VII Contracts, Checks, Deposits, and Gifts

7.1 Contracts. The Board may authorize any officer or officers, or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

7.2 Checks, Drafts, and Orders for Payment. All checks, drafts or orders for the payment of money notes, or other evidences of indebtedness issued in the name of the Corporation shall be approved and signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined by resolution of the Board of Directors.

7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the Corporation.

ARTICLE VIII Books and Records

The Corporation shall keep current and complete books and records of account and shall also keep minutes of the proceedings of its Board and Committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX Contributions

The Corporation may accept any designated contribution, bequest or devise not inconsistent with its general tax-exempt purposes, its articles of incorporation and these Bylaws. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. The Corporation shall receive all right, title, and interest in and to and control of such contributions, as well as discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain complete control over all donated funds (including designated contributions) and shall exercise its discretion so as to insure that such funds will be used to carry out its tax exempt purposes. For designated contributions made to outside institutions on behalf of the Corporation, such monies may not be used to fund indirect costs, overhead, or facilities and administrative fees in bestowing any such request.

ARTICLE X Investments

The Board shall have power to make investments of the funds of the Corporation and to change the same, and may from time to time dispose of any part or all of same or any rights or privileges that may accrue thereon. The Board may delegate such powers to an investment committee, if one has been formed, or to one or more officers of the Corporation. Any person or persons so designated by the Board shall have authority to execute such form of transfer and assignment as may be customary to constitute the transfer of stocks or other securities in the name of the Corporation.

ARTICLE XI

Conflicts of Interest Policy

11.1 Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

11.2 Definitions.

11.2.1 Interested Person. Any director, officer or participant on a committee with Board delegated powers, who has direct or indirect financial interest, as defined below, is an interested person ("Interested Person").

11.2.2 Financial Interest. An Interested Person has a financial interest if the Interested Person has, directly or indirectly, through business, investment or family:

(a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

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

11.2.3 Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

11.2.4 Financial Interest. A financial interest is not necessarily a conflict of interest. Under Section 11.3.2, an Interested Person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

11.3 Procedures.

11.3.1 Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence of his or her financial interest and all material facts to the Directors and participants on committees with Board delegated powers considering the proposed transaction or arrangement.

11.3.2 Contracts. No contract or other transaction between the Corporation and its Directors or between the Corporation and any other corporation, firm, association or entity in which its Directors are members, directors or officers, or are financially interested shall be

void or voidable because of the relationship or interest or because the Director is present at the meeting of the Board or of the committee of the Board that authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if either of the following apply:

(a) The fact of such relationship or interest is disclosed or known to the Board or to the committee thereof that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested Director(s); or

(b) The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote on the matter at that time.

11.3.3 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 or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee participants shall decide if a conflict of interest exists.

11.3.4 Procedures for Addressing the Conflict of Interest.

(a) An Interested Person may make a presentation at the Board or committee meeting, but after such presentation he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement that results in the conflict of interest.

(b) The Chair of the 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 Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts 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 attainable under circumstances that would not give rise to a conflict of interest, the 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 and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

11.3.5 Violations of the Conflicts of Interest Policy.

(a) If the Board or committee has reasonable cause to believe that an

individual has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of the individual and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the individual has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.4 Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain:

11.4.1 The names of the Interested 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 Board's or committee's decision as to whether a conflict of interest in fact existed.

11.4.2 The names of the Interested Persons who were present for discussion 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 therewith.

11.5 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its non-profit purposes, periodic reviews of contracts and written documentation shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits (see Section 4.16) are reasonable and are the result of arm's length bargaining.

(b) Whether the agreements entered into further the Corporation's non-profit purposes and do not result in inurement or impermissible private benefit.

11.6 Use of Outside Experts. In conducting the periodic review provided for in Section 11.5, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE XII Indemnification

The Corporation shall indemnify, to the maximum extent permitted by A.R.S. § 10-3850 *et seq.*, any person who is a party or is to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, or any threatened, pending or completed action, suit or proceeding by or in the right of the

Corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a director, officer, advisor or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, advisor or employee of any other Corporation, partnership, joint venture or other enterprise, against expenses (Including attorneys' fees), against judgments and fines, and amounts paid on settlement to the extent permitted by law. Expenses including attorneys' fees incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of any such action, suit or proceeding to the extent permitted by law. The Corporation may, to the full extent then permitted by law and authorized by the directors, purchase and maintain insurance on behalf of any officer, director, advisor or employee against any liability asserted against and incurred by any such person in any such capacity or acting out of his or her status as such whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE XIII

Dissolution

Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation that is organized and operated exclusively for charitable, education or religious and/or scientific purposes and that has established its tax-exempt status under section 501(c)(3) of the Code.

ARTICLE XIV

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

ARTICLE XVI

Amendments

These Bylaws may be amended by a three-quarter vote of the Board at any annual or regular meeting of the Board or special meeting called for that purpose; provided, however, in no event shall these Bylaws be amended so as to make the Corporation other than an organization falling

within the meaning of § 501(c)(3) of the Code. The text of any proposed amendment shall be distributed to each member of the Board, together with the appropriate notice of meeting, at least 30 days prior to the date of any meeting at which such amendment is to be considered.

Adopted this 4 day of AUGUST 2016



David MacFarlane, Board Chair



Daniel Calabrese, Corporate Secretary