



AMENDED AND RESTATED BYLAWS, AS AMENDED  
OF  
SOUTHEASTERN UNIVERSITIES RESEARCH ASSOCIATION, INC.

**AMENDED AND RESTATED BYLAWS OF  
SOUTHEASTERN UNIVERSITIES RESEARCH ASSOCIATION, INC.,  
A CORPORATION OF THE COMMONWEALTH OF VIRGINIA**

**I. CORPORATE NAME**

The name of the corporation is Southeastern Universities Research Association, Inc., hereafter referred to as “Corporation”.

**II. PURPOSES**

The Corporation is organized and operated as a non-stock, non-profit corporation exclusively for charitable, scientific and educational purposes without pecuniary gain or profit to its members or to any private individual. Generally, its purpose shall be to serve as an entity by which colleges, universities and other organizations may cooperate with one another and with government in acquiring, developing and using laboratories, and other research facilities, and otherwise in furthering knowledge and the application of that knowledge in the physical, biological, and other natural sciences and engineering.

**III. OFFICES**

3.01 Principal Office. The principal business office of the Corporation shall be in the District of Columbia or at such other place outside of the District of Columbia as the Board of Directors may from time to time designate.

3.02 Registered Office. The Registered Office of the Corporation shall be at such place in the Commonwealth of Virginia as the Board of Directors shall from time to time by resolution determine.

3.03 Other Offices. The Corporation may, in addition to its principal office, have offices at such other places within or without the Commonwealth of Virginia as the Board of Directors may from time to time designate or as the business of the Corporation may require.

#### **IV. MEMBERSHIP**

4.01 Membership Powers Generally. The Corporation is a membership organization which grants its members specific rights to participate in its governance as provided in these Bylaws.

4.02 Categories of Members. The Corporation shall have three categories of Members: Institutional Members, Industry Members and Affiliate Members (collectively, “Members”).

- A. Institutional Members are (i) institutions of higher education (“IHE”), or (ii) other organizations that are recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or that are the equivalent of Section 501(c)(3) organizations, which desire full participation in the activities of the Corporation, and which are willing and able to support and further the goals of the Corporation as stated herein and in the Articles of Incorporation. Each IHE Institutional Member shall be represented by its President/Chancellor and each tax-exempt organization by its Chief Executive Officer, or their designee (the “Member Representative”) as specified in a notice of designation made to the Corporate Secretary.
- B. Industry Members are entities which are not eligible to join as Institutional Members but which desire participation in some or all of the programmatic activities of the Corporation and which are willing and able to support and further the goals of the Corporation as stated herein and in the Articles of Incorporation, may be admitted as Industry Members. The total number of Industry Members will be limited to ten percent (10%), or such other percentage adopted by the Board of Directors from time to time, of the current number of Institutional Members. Each Industry Member shall be represented by its President/Chancellor or Chief Executive Officer, or their designee (the “Member Representative”) as specified in a notice of designation made to the Corporate Secretary.
- C. Affiliate Members are IHE’s or not-for-profit entities that desire some participation in the programmatic activities of the Corporation as permitted by the policies and procedures of the Corporation and are willing and able to support and further the goals of the Corporation as stated herein and in the Articles of Incorporation. Affiliate Members shall not have a vote on matters

on which Institutional Members and Industry Members are entitled to vote and shall not be represented on the Board Directors. Affiliate Members may send a designated representative to attend meetings of the Board of Directors at the invitation of the Board.

4.03 Admission of New Members. Applicants for Institutional or Industry Membership must be approved by an affirmative vote of the Board of Directors (see Article V). Applicants for Affiliate Membership shall be submitted to the Chairperson of the Board of Directors for approval.

4.04 Membership Term and Dues. The Membership term shall run from January 1st to December 31st of each year. Annual Membership dues will be in an amount as set from time to time by the Board of Directors and continuing membership is contingent upon being up-to-date on such dues. Additional terms and conditions of Membership may be addressed in the policies and procedures of the Corporation.

4.05 Resignation. Any Member may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein. A resigning Member shall be relieved from liability for any dues or assessments levied with respect to any calendar year commencing after the effective date of its resignation.

## **V. MEMBER RESPONSIBILITIES**

5.01 Duties and Responsibilities. The Member Representatives of the Institutional and Industry Members (collectively, the “Voting Members”) shall be responsible for (i) electing individuals to the Board of Directors; including individuals to serve as Chairs of standing committees (except the Finance Committee, the Chair of which shall be appointed by the Board) and up to 3 at-Large Directors; (ii) amending these bylaws as necessary; (iii) recommending a Plan of Dissolution as needed or reviewing any Plan of Dissolution put forth by the Board of Directors and (iv) such other responsibilities as identified in the Articles of Incorporation or these Bylaws.

5.02 Annual Meeting. The annual meeting of the Members shall be held at such date, hour and place and in such manner as the Corporation shall designate by notice sent to all Members at least thirty days in advance of the meeting.

5.03 Special Meetings. At the request of the Chair of the Board of Directors, a majority of the Board of Directors, or not fewer than one-quarter of the Members, the Corporation shall call a special meeting of the Members at such time and place as the Corporate Secretary may designate by notice sent at least ten days in advance of the meeting and in which the purpose of the meeting shall be stated, unless such timely notice is waived by every Member.

5.04 Representatives and Proxies. At any meeting of the Members, a Voting Member may vote by proxy given to another Voting Member's Representative. Such proxy shall be valid only for that meeting and shall be revoked automatically if the original Voting Member's Representative attends the meeting.

5.05 Quorum. One-third (1/3) of the Voting Members or their proxies as described in Section 5.04 above shall constitute a quorum at any meeting. If a quorum is not present, either in person or by proxy, a majority of the members present may adjourn the meeting from time to time until a quorum is present.

5.06 Action of Members without a Meeting. Any action required to be taken at a meeting of the Members, or any other action which may be taken at such a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least one-third of all Voting Members.

5.07 Remote Participation in Annual and Special Meetings. Members may participate in any meeting of Members by means of remote communication by which all members participating may simultaneously hear each other during the meeting.

5.08 Election of Directors by Voting Members. When directors or officers are to be elected by the Voting Members, such elections may be conducted by mail (or electronic means). Unless the Articles of Incorporation provide otherwise, in the election of directors, every Voting Member is entitled to one vote for as many persons as there are directors to be elected at that time and for whose election the Voting Member has a right to vote.

5.09 Removal of Directors. The Voting Members may remove one or more directors with or without cause, unless the articles of incorporation provide that directors may be removed only with cause. A director may be removed only at a meeting called for the purpose of

removing him/her. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the director.

## **VI. BOARD OF DIRECTORS**

6.01 Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of a Board of Directors, which shall exercise all the usual powers of the board of directors.

6.02 Duties and Responsibilities. In addition to its general fiduciary responsibilities, the Board of Directors shall be responsible for (i) reviewing and approving the annual budget of the Corporation; (ii) reviewing and approving any change in excess of ten percent (10%) of a previously approved budget; (iii) reviewing and approving the Corporation's strategic plan; (iv) reviewing and approving of any new proposed scientific, educational, and research initiative reasonably expected to have a material impact on the resources of the Corporation or any a significant programmatic action such as a discontinuation or material change in scope of an existing program; and (v) selecting, and, on an annual basis, evaluating the performance of the Chief Executive Officer of the Corporation who shall be responsible for the direction and day-to-day management, performance, and supervision of the operation of the Corporation.

6.03 Composition. The Board of Directors shall have at least 9, but not more than 15, members and shall include the individuals elected by the Voting Members in accordance with Section 5.01 and the President of the Corporation as a non-voting member. In addition, the Board of Directors may appoint to the Finance Committee those members who have financial expertise related to Generally Accepted Accounting Principles and/or nonprofit financial statements.

6.04 Term. The term of office for a Director shall be three years. The Voting Members may appoint Directors to serve successive three-year terms without limitation on the number of successive terms. Vacancies may be filled for unexpired terms by the Voting Members.

6.05 Officers of the Board.

- A. In alternate years, at the annual meeting of the members, the Voting Members shall elect from its membership a Vice-Chair of the Board who shall serve for two years and then automatically succeed to the Chair for a two-year term. The election shall be from a slate of at least two candidates presented by a Board Nominating Committee appointed by the Chair of the Board of Directors, as well as any nominations from the floor. The term of the Vice-Chair shall commence on the first day of January and end upon succession to the Chair two years later. The Chair and, in the absence of the Chair, the Vice-Chair shall preside at meetings of the Board.
- B. Upon completion of a term as Chair, the outgoing Chair shall serve a two-year term as Immediate Past Chair. An individual may serve a full six-year leadership cycle comprised of: (i) an election to Vice-Chair for two years; (ii) succession to the Chair for two years; and (iii) service for two years as Immediate Past Chair only once.

6.06 Annual Meetings. The Board of Directors shall meet annually on such date, place and hour as the Chair shall designate by notice mailed at least thirty days in advance of each meeting to the members of the Board. The Board of Directors shall hold at least three other quarterly meetings in each year. All meetings shall be at such times as the Board may determine by resolution.

6.07 Special Meetings. Special meetings may be called at any time by the Chair of the Board of Directors, and/or no fewer than twenty-five percent (25%) of the members of the Board of Directors. Notice of any special meeting shall be sent at least ten days before the meeting.

6.08 Quorum. A quorum for transaction of business of the Board of Directors shall consist of a majority of the voting members of the Board, but less than a quorum shall have power to adjourn the meeting from time to time until a quorum is present.

6.09 Action of Board Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at such a meeting, may be

taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

6.10 Remote Participation in Annual and Special Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting.

## **VII. COMMITTEES**

7.01 Finance Committee. The Board of Directors shall appoint a Finance Committee which shall be composed of such number of Directors as the Board deems appropriate. The Finance Committee shall assist the Corporation in fulfilling its governance responsibilities to ensure that the Corporation's financial planning, reporting, cost control and internal control processes are effective and compliant with relevant financial regulatory and professional requirements and standards. This Committee also will review all aspects of financial policies, practices, system processes and internal controls needed to ensure effective financial management, stewardship and best use of the Corporation's financial and human resources; and review the Corporation's budget proposals, as well as assume oversight responsibility for monitoring the independence and performance of the Corporation's internal and external auditors. The chair of this Committee shall be appointed by the Board of Directors and serve for a three-year term.

7.02 Compensation Committee. The Vice-Chair and Chair of the Board of Directors, the Chair of the Finance Committee, and, as a non-voting member, the President of the Corporation shall serve as the Compensation Committee. The Compensation Committee shall be responsible for establishing the compensation of the President and reviewing the compensation of, or transactions with, other disqualified persons as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. Specific details regarding the authority and the duties of the Compensation Committee shall be set forth in the policies and



procedures of the Corporation. The Chair of the Board of Directors shall serve as the Chair of the Compensation Committee.

7.03 Other Standing Committees. The Board of Directors may appoint from time to time such other scientific and research program related or other committees (the “standing committees”) as it may deem advisable, and each such standing committee shall exercise such powers and perform such duties as may be delegated to it or prescribed for it by the Board of Directors. The Voting Members shall name a chair of each standing committee, who shall serve for a three-year term. Voting Members and members of the Board of Directors are eligible to serve as standing committee chairs. Each standing committee shall have at least two members and membership may be augmented as appropriate with non-voting members or members of the Board of Directors.

## **VIII. CORPORATE OFFICERS**

8.01 General. The officers of the Corporation shall consist of a President; Secretary; and Treasurer; and may consist of one or more Vice Presidents; Assistant Secretaries or Assistant Treasurers; and such other officers as the Board of Directors may from time to time determine to appoint. Any officer, other than the President, may hold more than one office at the same time.

8.02 Powers and Duties. The officers of the Corporation shall have the powers and perform the duties usually pertaining to their respective offices, with such limitations or additions as may be provided by these Bylaws herein, or prescribed by the Board of Directors by resolution or in the policies and procedures of the Corporation.

A. President/ CEO. The President shall be the chief executive officer of the Corporation. The President/CEO shall serve at the pleasure of the Board or upon such terms as the Board specifies. The President/ CEO shall have delegated powers and authority from the Board, and subject to Board direction, shall be responsible for

the direction and day-to-day management, performance, and supervision of the operation of the Corporation.

B. Treasurer. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Article of Incorporation, or the Board of Directors including but not limited to: (i) oversight of the Corporation's budgeting and planning processes; (ii) monitoring of financial performance and financial condition; and (iii) oversight of funds management.

C. Secretary. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or which may be assigned by the Board, including but not limited to: (i) maintaining the official records of the Corporation other than financial records, such as current membership rolls of the Board and committees, minutes, resolutions, and other records of Board decisions and actions; (ii) providing all required notices; distributing announcements, minutes, and agendas; conducting elections; and, (iii) certifying documents.

8.03 Compensation and Reimbursement. An officer or employee may receive such reasonable compensation in accordance with the Corporation's compensation policies. Members of the Board of Directors and committees may be reimbursed for reasonable expenses incurred in travel to and attendance at their meetings, or in connection with other activities of the Corporation requiring their participation.

8.04 Election and Terms of Office. Except for the President as provided in Section 8.02, the officers of the Corporation shall be elected at the annual meeting of the Board of Directors and shall hold office for the calendar year commencing on the succeeding January 1 until their successors are elected. Officers shall be eligible for re-election. The Board of Directors shall have power at any regular or special meeting to fill any vacant office for the unexpired term.

8.05 Removal. Subject to the provisions of any employment agreement, any officer may be removed with or without cause by resolution adopted at any meeting of the Board of

Directors by a majority of the Directors then in office. An officer's removal does not affect such officer's contract rights, if any, with the Corporation.

8.06 Resignation. Any officer may resign at any time by giving oral or written notice to the Chairperson of the Board. Except as otherwise provided in any employment agreement or other agreement between the Corporation and any such officer, any such resignation shall take effect at the time of receipt of such notice or at any later date therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

#### **IX. CONTRACTS, LOANS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.**

9.01 Execution of Contracts and Other Documents. The Board of Directors or any duly authorized committee of the Board, except as by law or these Bylaws otherwise require, may authorize any officer or officers, agent or agents, in the name of or on behalf of the Corporation, to enter into any contract or execute any deed or other instrument, and any such authority may be general or confined to specific instances. Whenever the Board, in authorizing or directing the execution of any contract, deed or other instrument, shall fail to specify the officer or officers or other agent or agents who are to execute same, such contract, deed, or other instrument shall be executed in behalf of the Corporation by the President/CEO (or any Vice President if the President/CEO is unable to act) and, where necessary or appropriate, the Corporation's seal shall be affixed thereto and attested by the Secretary or any Assistant Secretary.

9.02 Checks, Drafts, etc. All checks, drafts, and other orders for payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors or of any duly authorized committee of the Board.

9.03 Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trustee companies or other depositories as the Board of Directors or of any duly authorized committee of the Board may from time to time select, or as may be selected by an officer or officers, or agent or agents of the Corporation to whom such power may from time to time be delegated by the Board or of any duly authorized committee of the Board.

## **X. MISCELLANEOUS**

10.01 Fiscal Year. The fiscal year of the Corporation shall commence on the 1st day of October and end on the 30th day of the following September.

10.02 Financial Reports. The Treasurer shall at least once a year, and whenever requested by vote of the Voting Members or the Board of Directors, render a full and detailed account of all receipts and expenditures and submit a schedule showing all property and funds of the Corporation and the changes, if any, since his last report. Copies of the Corporation's annual financial statements, certified by the Corporation's auditor, shall be delivered to each member of the Board of Directors.

10.03 Seal. The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and the jurisdiction and date of its incorporation. The seal shall be in the custody of the Secretary of the Corporation.

10.04 Indemnification. The Corporation shall indemnify each person described in Sections 13.1-875 and 13.1-881 of the Code of Virginia of 1950, as the same may be amended from time to time, (the "Code"), to the fullest extent allowed by Sections 13.1-876 and 13.1-877 of the Code.

10.05 Communications. In any place in these Bylaws where the use of "mail" has been designated, it shall be deemed to include electronic mail (e-mail). Moreover, in order to facilitate communications, the use of telephone, video and other electronic media whereby all meeting participants may simultaneously hear all of the other meeting participants may be employed and considered as effective for purposes of meeting attendance and quorum requirements as physical presence.

10.06 Ethics and Conflicts of Interest. The Board of Directors shall adopt and receive training on a Code of Ethics and Conflict of Interest policy applicable to the Directors and officers of the Corporation.

## **XI. AMENDMENTS**

These Bylaws may be amended at any annual or special meeting of the Members by a majority of the votes cast by the Voting Members, provided thirty days' notice of the proposed amendment be sent to all Members, or by written resolution in accordance with Section 5.06.