

**BYLAWS OF THE  
SOUTHEASTERN UNIVERSITIES RESEARCH ASSOCIATION, INC.**

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.

**ARTICLE I – OFFICES**

**Section 1.01 Principal Office.** The principal business office of the Corporation shall be in the District of Columbia.

**Section 1.02 Registered Office.** The Registered Office of the Corporation shall be at such place in the Commonwealth of Virginia as the Board of Trustees shall from time to time by resolution determine.

**Section 1.03 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 Trustees may from time to time designate or as the business of the Corporation may require.

**ARTICLE II – MEMBERS**

**Section 2.01 Categories of Members.** The Corporation shall have three categories of Members: Standard Members, Entity Members and Affiliate Members

**Section 2.02 Qualifications and Rights of Standard Members.**

A. Standard Members shall be (1) institutions of higher learning, or (2) other complementary 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.

B. Institutions of higher learning from outside the “SURA region” (as such term is defined by the Board of Trustees by resolution or in the policies and procedures of the Corporation), and any other complementary, Section 501(c)(3) or Section 501(c)(3) equivalent organizations outside the SURA region, may be admitted as Standard Members. In no event, however, shall the total number of Standard Members outside the SURA region exceed ten percent (10%), or such other percentage adopted by the Board of Trustees from time to time, of the current number of Standard Members from within the SURA region.

C. Each Standard Member shall have one vote on any matter on which Members are entitled to vote. Each Standard Member shall be represented on the Council of Presidents and the Board of Trustees, and shall be eligible to participate in all activities of the Corporation. Standard Members shall have such other rights and benefits as described in these Bylaws and the policies and procedures of the Corporation.

### **Section 2.03 Qualifications and Rights of Entity Members.**

A. Entity Members shall be for-profit entities 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.

B. Entity Members that have paid the highest level of dues and assessments to the Corporation for a particular fiscal year (the “Class A Entity Members”) shall have one vote on any matter on which Members are entitled to vote. Class A Entity Members shall be represented on the Board of Trustees and the Council of Presidents, and shall be eligible to participate in all activities of the Corporation. All other Entity Members (“Class B and Class C Entity Members”) shall not have a vote on matters on which Members are entitled to vote and shall not be represented on the Council of Presidents or the Board of Trustees. Class B and Class C Entity Members may attend meetings of the Board of Trustees at the invitation of the Board and may participate in programmatic activities of the Corporation as permitted by the policies and procedures of the Corporation. Class A, B and C Entity Members shall have such other rights and benefits as described in these Bylaws and the policies and procedures of the Corporation.

C. In no event, however, shall the total number of Class A Entity Members exceed ten percent (10%), or such other percentage adopted by the Board of Trustees from time to time, of the current number of Standard Members from within the SURA region.

**Section 2.04 Qualifications and Rights of Affiliate Members.**

A. Affiliate Members shall be not-for-profit entities which desire some participation in 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.

B. Affiliate Members shall not have a vote on matters on which Standard Members and Class A Entity Members are entitled to vote and shall not be represented on the Council of Presidents or the Board of Trustees. Affiliate Members may attend meetings of the Board of Trustees at the invitation of the Board. Affiliate Members may participate in programmatic activities of the Corporation as permitted by the policies and procedures of the Corporation. Affiliate Members shall have such other rights and benefits as described in these Bylaws and the policies and procedures of the Corporation.

**Section 2.05 Admission of Members.** Applicants for Standard Membership and Class A Entity Membership may be nominated by any group of three Standard and/or Class A Entity Members or may file a written request for Membership with the Secretary of the Corporation. Applicants for Class B and Class C Entity Membership and Affiliate Membership must file a written request for such Membership with the Secretary of the Corporation. A nominee or applicant for Standard Membership or Class A Entity Membership shall be admitted by the affirmative vote of the Council of Presidents, provided that notice of the proposed admission shall have been given by the Secretary of the Corporation to the Council of Presidents not less than thirty days in advance of the meeting. Applicants for all other categories of Membership shall be admitted by the affirmative vote of the Board of Trustees.

**Section 2.06 Dues and Assessments.** Each Member shall be liable for dues and assessments as fixed from time to time by the Board of Trustees. The liability of, and consequences to, a Member for unpaid dues and assessments shall be addressed in the policies and procedures of the Corporation.

**Section 2.07 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 fiscal year commencing after the effective date of its resignation.

### **ARTICLE III – COUNCIL OF PRESIDENTS**

**Section 3.01 Powers.** The Council shall provide overall direction and leadership to the Corporation. The Corporation's affairs shall be conducted under the authority of the Standard and Class A Entity Memberships through the Board of Trustees.

#### **Section 3.02 Organization.**

A. Each Standard Member institution shall be represented ex officio in the Council of Presidents by its president or chief executive officer, however denominated. Each Class A Entity Member shall be represented in the Council of Presidents by such executive or officer of the Class A Entity Member as such Member may designate from time to time.

B. Each year at its annual meeting, the Council shall elect a Vice-Chair of the Council, who shall serve a one-year term, commencing on January 1, and ending with December 31. The Vice-Chair shall then succeed to the position of Chair. The new Chair will then serve a one-year term, and upon completion of such term, shall serve an additional one-year term as Immediate Past Chair. It is the intent of the organization that a full three-year leadership cycle be comprised of: 1) election to Vice-Chair for a one-year term; 2) succession to the Chair for a one-year term; and 3) service as Immediate Past Chair for a one-year term.

C. The Chair, Vice-Chair and Immediate Past Chair shall comprise the Elected Group of the Council of Presidents. The duties of the Chair shall be performed in the absence of the Chair by the Vice-Chair.

**Section 3.03 Annual Meeting.** The annual meeting of the Council of Presidents shall be held at such date, hour and place as the Chair shall designate by notice sent to all members of the Council at least 30 days in advance of the meeting.

**Section 3.04 Special Meetings.** At the request of the Chair of the Board of Trustees, or at the request of the Board of Trustees, or at the request of not fewer than one-quarter of the members of the Council of Presidents, the Chair shall call a special meeting of the Council of Presidents at such time and place as the Chair 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.

**Section 3.05 Representatives and Proxies.** At any meeting of the Council of Presidents, a member of the Council of Presidents may vote by proxy given to the Member's Trustee or other representative of the Member or to another member of the Council of Presidents. Such proxy shall be valid only for that meeting, and shall be revoked automatically if the member attends the meeting.

**Section 3.06 Quorum.** One-third (1/3) of the members of the Council of Presidents or their representatives or proxies as described in Section 3.05 above shall constitute a quorum at any meeting of the Council. 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.

**Section 3.07 Nominations.** Annual nominations for the office of Vice-Chair and nominations for any special elections shall be in accordance with procedures determined by the Council.

#### **ARTICLE IV – BOARD OF TRUSTEES**

**Section 4.01 Powers.** The funds and business of the Corporation shall be managed by a Board of Trustees, which shall exercise all the usual powers of the board of directors.

**Section 4.02 Composition.** The Board of Trustees shall be composed of (i) one representative from each Standard Member appointed by the Council member or the Council member's designee ("Standard trustees"), (ii) Trustees-at-large appointed by the Council of Presidents upon the recommendation of the Executive Committee, as limited in this Section 4.02 ("trustees-at-large"), (iii) members of the Elected Group of the Council of Presidents as described in Section 3.02 above and members of the Council of Presidents who are chairs of standing committees as described in Article VI; and (iv) one representative from each Class A Entity Member appointed by the Council member or the Council member's designee ("Entity trustees"). In addition, the Board of Trustees may appoint a trustee who is a faculty member or employee of a Standard Member or a Class A Entity Member and who meets the qualifications of an "audit committee financial expert" under the rules and regulations promulgated by the Securities and Exchange Commission (the "Special Trustee"). Faculty members and employees of Standard and Class A Entity Members shall not be eligible for election as trustees-at-large. The President, as described in Article VII, shall be a non-voting member of the Board of Trustees.

**Section 4.03 Term.** The term of office for a Standard trustee (including the Special Trustee) and an Entity trustee shall be three years. Vacancies may be filled for unexpired terms by the affected Standard Member or Class A Entity Member by notice to the Corporate Secretary. A vacancy in the office of the Special Trustee shall be filled by the Board of Trustees. The term of office for a trustee-at-large shall be three years. Trustees may serve successive three year terms without limitation on the number of successive terms.

**Section 4.04 Officers of the Board.**

A. In alternate years, at the annual meeting, the Board shall elect from its membership a Vice-Chair 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 Trustees, plus 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. It is the intention of the organization that a full six-year leadership cycle be comprised of: 1) an election to Vice-Chair for two years; 2) succession to the Chair for two years; and 3) service for two years as Immediate Past Chair.

C. The Chair, Vice-Chair and Immediate Past Chair shall comprise the Elected Group of the Board of Trustees.

**Section 4.05 Meetings.** The Board of Trustees 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 Trustees shall hold at least one other meeting in each year. All meetings shall be at such times as the Board may determine by resolution. Special meetings may be called at any time by the Chair of the Board of Trustees, and shall be called at the request of not fewer than twenty-five percent (25%) of the members of the Board of Trustees. Notice of each meeting shall be sent at least thirty days, and notice of any special meeting at least ten days, before the meeting.

**Section 4.06 Quorum.** A quorum for transaction of business of the Board of Trustees shall consist of one-third (1/3) of the whole Board, but less than a quorum shall have power to adjourn the meeting from time to time until a quorum is present.

**Section 4.07 Action of Board Without a Meeting.** Any action required to be taken at a meeting of the Board of Trustees, 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 Trustees.

## **ARTICLE V – EXECUTIVE AND COMPENSATION COMMITTEES**

**Section 5.01 Authority of the Executive Committee.** The Executive Committee, as further described in this Article V, is authorized to exercise any of the powers of the Trustees when the Board is not in session, to the extent permitted by law or these Bylaws.

**Section 5.02 Composition of the Executive Committee.** The Executive Committee shall be comprised of the following Trustees: the Elected Group of the Council of Presidents and the Elected Group of the Board of Trustees (the Elected Groups of the Council of Presidents and Board of Trustees, hereinafter collectively referred to as the “Elected Group of the Executive Committee”); the chair of each of the standing committees of the Board of Trustees; and, as a non-voting member, the SURA President (the standing committee chairs and the President hereinafter collectively referred to as the “Appointed Group”).

**Section 5.03 Governance of the Executive Committee.** The Chair of the Council of Presidents and the Chair of the Board of Trustees shall serve as Chair and Vice-Chair of the Executive Committee, respectively. The Executive Committee may make rules for the holding and conduct of its meetings, the notice thereof required and the keeping of its records.

**Section 5.04 Quorum.** A quorum for transaction of business of the Executive Committee shall consist of a majority of the whole Executive Committee. However, in no event shall any significant budgetary or programmatic action, as defined in this Section, be taken by the Executive Committee without a special quorum of the Executive Committee, which must include at least four members of the Elected Group of the Executive Committee, the absence of which shall negate the presence of the special quorum required for such



significant budgetary or programmatic actions. A significant budgetary action occurs when there is a change in excess of ten percent (10%) of the budget that was approved by the Board caused by any transaction(s) of the Corporation. A significant programmatic action occurs when a new programmatic initiative is proposed to be undertaken, an existing programmatic effort is proposed to be discontinued, any major change in the scope of any existing program results, or there is a change in the number or nature of standing committees as referenced in Article VI.

**Section 5.05 Compensation.** The Board of Trustees shall appoint a Compensation Committee, composed of the Chair and Vice Chair of the Council of Presidents, the Chair of the Board of Trustees, the Immediate Past Chair of the Board of Trustees, and the Chair of the Finance Committee, that 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 Trustees shall serve as the Chair of this Committee.

## **ARTICLE VI – FINANCE COMMITTEE AND OTHER COMMITTEES**

**Section 6.01 Finance Committee.** The Board of Trustees shall appoint a Finance Committee which shall be composed of (i) the Special Trustee, if any, or if there is no Special Trustee, such institutional trustee who meets the qualifications of an “audit committee financial expert” under the rules and regulations promulgated by the Securities and Exchange Commission and (ii) such number of Standard and Entity trustees 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 Board of Trustees shall appoint the chair of this Committee, who shall serve for a three-year term.



**Section 6.02 Other Committees.** The Board of Trustees may appoint from time to time such 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 Trustees. The Board of Trustees shall name a chair of each standing committee, who shall serve at the pleasure of the Board of Trustees, for a three year term. Members of the Board of Trustees and members of the Council of Presidents are eligible to serve as standing committee chairs. Standing committee membership may be augmented as appropriate with non-voting individuals who are not members of the Council of Presidents or the Board of Trustees. Additional advisory committees may be established as the Executive Committee deems appropriate. However, any determination of the number or nature of standing committees shall be considered a significant programmatic action as defined in these Bylaws.

## **ARTICLE VII – CORPORATE OFFICERS**

**Section 7.01 General.** The officers of the Corporation shall consist of a President; a Secretary; a Treasurer; one or more Vice Presidents; Assistant Secretaries or Assistant Treasurers; and such other officers as the Board of Trustees may from time to time determine to appoint. Any officer, other than the President, may hold more than one office at the same time.

**Section 7.02 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, or prescribed by the Board of Trustees by resolution or in the policies and procedures of the Corporation. The President shall be the chief executive officer of the Corporation. The President shall serve at the pleasure of the Board or upon such terms as the Board specifies.

**Section 7.03 Compensation and Reimbursement.** An officer or employee may receive such reasonable compensation in accordance with the Corporation’s compensation policies. Members of the Council of Presidents, the Board of Trustees 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.

**Section 7.04 Election and Terms of Office.** Except for the President as provided in section 7.02, officers of the Corporation shall be elected at the annual meeting of the Board of Trustees 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 Trustees shall have power at any regular or special meeting to fill any vacant office for the unexpired term.

**Section 7.05 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 Trustees by a majority of the Trustees then in office.

**Section 7.06 Resignation.** Any officer may resign at any time by giving oral or written notice to the President or Secretary of the Corporation. 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.

## **ARTICLE VIII – SCIENTIFIC AND RESEARCH ACTIVITIES**

The Board of Trustees shall approve each major scientific, educational, and research activity and program of the Corporation. Each such activity or program shall be administered in accordance with policies established by the Board of Trustees, its committees, and the officers of the Corporation. The President shall determine the reporting requirements and the performance measures and expectations for each activity and program.

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

**Section 9.01 Execution of Contracts and Other Documents.** The Board of Trustees 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 (or any Vice President if the President 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.

**Section 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 Trustees or of any duly authorized committee of the Board.

**Section 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 Trustees 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.

#### **ARTICLE X – MISCELLANEOUS**

**Section 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.

**Section 10.02 Financial Reports.** The Treasurer shall at least once a year, and whenever requested by vote of the Council of Presidents, the Board of Trustees or the Executive Committee, 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 Council of Presidents and Board of Trustees.

**Section 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.

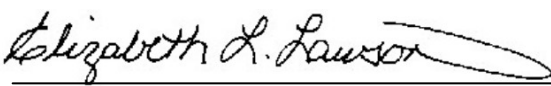
**Section 10.04 Indemnification.** The Corporation shall indemnify each person described in Sections 13.1-875 and 13.1-881 of the Code of Virginia of 1950, as the same may be amended from time to time, (the “Code”), to the fullest extent allowed by Sections 13.1-876 and 13.1-877 of the Code.

**Section 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.

**Section 10.06 Conflicts of Interest.** The Board of Trustees shall adopt a Conflict of Interest policy applicable to the Trustees and officers of the Corporation.

#### ARTICLE XI – AMENDMENTS

On the recommendation of the Executive Committee or a written proposal signed by at least three members of the Board of Trustees, these Bylaws may be amended at any annual or special meeting of the Board of Trustees by a majority of the votes cast, provided thirty days’ notice of the proposed amendment be sent to all members of the Board.

Attest: 

Elizabeth L. Lawson, Corporate Secretary

Date: April 7, 2008