



## **BYLAWS**

### **Amended December 2002**

I. The National Council of University Research Administrators serves its members and advances the field of research administration through professional development, the sharing of knowledge, and by fostering a sense of community.

II. Membership:

There shall be three types of members:

- A. Regular Members - Any person engaged in the administration of sponsored programs in a college or university, a teaching or not for profit hospital, an independent not for profit research institute, or an organization wholly organized and administered by a college or university or a consortium of colleges and universities, or an association or society with individual or institutional members predominantly from colleges and universities, is eligible for membership..
- B. Associate Members - Any person who is not qualified for membership under the definition cited in II. A. above, but whose activities are related to the administration of sponsored programs at colleges and universities, is eligible for Associate Membership.
- C. Emeritus Members - Any person who has been an active member or associate member for five years prior to retirement may become an emeritus member or an emeritus associate member.
- D. Membership Qualification – Applications for membership in the Council shall be approved by the Executive Director (as defined in Section, IV, below) pursuant to procedures established by the Board of Directors (hereinafter the “Board” or Board of Directors). The Executive Director pursuant to the guidelines set forth herein shall determine membership eligibility qualification and any other interpretive guidance set forth by the Board of Directors.

III. Officers:

The following shall be officers of the Council, each of whom must be a member in good standing of the Council. The Officers shall be elected as set forth in Section VIII below. All officers shall serve on the Board of Directors by virtue of and during the terms of their Officerships.

- A. President - The President shall be the Chief Executive Officer of the Council, Chairman of the Board, and shall have the authority to call and preside over all meetings. The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall serve a one-year term, beginning on January 1 of each year.
- B. Vice President - The Vice President shall assist the President as directed by the President. In the event of the inability of the President to perform the duties of the President, the Vice-President shall conduct meetings and perform such other duties of the President. The term of office shall be for one year beginning on January 1 of each year. The Vice President in office when an incumbent President’s term ends shall automatically succeed to the Presidency.



- C. Immediate Past President - The Immediate Past President shall assist the President as directed by the President. The Immediate Past President shall serve a one-year term beginning at the conclusion of such individual's term as President.
  - D. Secretary - The Secretary shall be the chief records officer of the Council; responsible for conducting elections; recording minutes of meetings of the Board of Directors, committees of the Board having any of the authority of the Board, and the membership; reviewing and recommending revisions in the Council's documentation; serving as parliamentarian; overseeing the Council's Records; and in general performing all duties incident to the office of Secretary. The Secretary shall serve a two-year term; beginning during even-numbered years on January 1.
  - E. Treasurer - The Treasurer shall be the chief financial officer of the Council, responsible for coordinating the budget process, the investment of funds, the development of fiscal policies and plans, the oversight of the Council's financial records and accounts, and in general performing all duties incident to the office of Treasurer. The Treasurer shall serve a two-year term, beginning during odd-numbered years on January 1.
- IV. Executive Director: There shall be an Executive Director of the Council who shall be employed by the Council and who shall manage the daily operations of the Council. The Executive Director shall be hired by and shall serve at the pleasure of the Board of Directors.
- V. Board of Directors: The Board of Directors shall be the governing body of the Council and shall control and direct the affairs of the Council including its programs, committees, and publications and shall determine its policies and actively support its mission and goals.

The number of Directors (such number which includes the officers of the Council) shall not be less than five (5) and shall be set by the Board of Directors from time to time, consistent with these Bylaws. The Board of Directors shall consist of the following voting members:

1. The officers of the Council: the President, Vice President, Immediate Past-President, Secretary and Treasurer shall serve for terms as provided in Section III. Such Officer/Directors are elected as provided in section VIII below;
2. One member from each of the Council's Regions to be elected by the Regions in the manner provided by each Region. Each of these Directors shall serve a two-year term beginning on January 1.
3. Four at-large members elected to the Board of Directors by the membership for a two-year term beginning on January 1.
4. Up to three at-large members, one of whom may be a non-NCURA member to serve as a non-voting member of the Board, recommended by the President and approved by the Board. Persons so appointed shall serve a one-year term concurrent with the President's term.
5. The Executive Director shall serve as an ex-officio, non-voting member of the Board.

Annual Meeting of the Board – Annual meetings of the Board of Directors shall be held at such time and place, either within or without the District of Columbia, designated by resolution of the board of Directors, without notice other than these Bylaws and such resolution. The Board of Directors shall meet at least twice annually, once in conjunction with the Annual Meeting (as defined in Section IX below) and at such other times as determined by the President or at the request of a majority of the Board. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than these Bylaws and such resolution.



**Special Meetings** – Special meetings of the Board may be called by or at the request of the President or a majority of the Board. The person or persons authorized to call special meetings of the Board may fix the time and place, either within or without the District of Columbia, as the place for holding any special meeting of the Board.

**Quorum** – A majority of the voting Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**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 of Directors, except as otherwise provided by law or by these Bylaws.

To the extent permitted by the District of Columbia Nonprofit Council Act, as the same may be amended or supplemented (the “Act”), any person participating in a meeting of the Board of Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**Removal or Resignation of Directors** – Any Director may be removed from office at any time by the affirmative vote of a least two-thirds (2/3) of the eligible votes cast by members entitled to vote for the election of such Director, whenever in their judgement the best interests of the Council would be served thereby. Alternatively, any non-Officer Director may be removed from office at any time by the affirmative vote of at least two-thirds (2/3) of the Directors then in office, whenever in their judgement the best interests of the Council would be served thereby. Any Director may resign at any time by giving written notice to the President, Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Vacancies** – Any vacancy occurring in the Board because of death, resignation, removal, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board for the unexpired portion of the term. Vacancies that occur among the Regional Directors shall be filled by the relevant region(s). Vacancies may be filled or new Directorships created and filled at any meeting of the Board. Such action shall be effected by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

- VI. Committees: The Board of Directors may create an Executive Committee constituted by and accountable to the Board, and the Board may delegate to such Committee certain specified authority and duties.

The Board of Directors may appoint such other committees not having and exercising the authority of the Board in the management of the Council, to perform tasks specified by the Board of Directors. Except as otherwise provided by the Board of Directors, all members of each such committee shall be Directors, Officers, or members in good standing of the Council. The Board shall appoint the members of each such committee. Any member thereof may be removed by the Board whenever in their judgement the best interests of the Council would be served thereby.

- VII. Regional Organizations:



- A. Individual NCURA members shall be organized geographically into regional groups for the purpose of conducting workshops, holding meetings, disseminating information, and other appropriate activities.
- B. Regional bylaws, rules, regulations or procedures, etc., may not contain any provision that is inconsistent with the National Council of University Research Administrators Articles of Incorporation and Bylaws.

VIII. Elections:

A regionally balanced nominations committee, duly appointed by the Board of Directors, shall certify to the Secretary, on or before August 1 of each year, a slate of two or more candidates for each of the offices, except the Presidency, to be filled by election in that year. The Vice President's nomination for the presidency shall be certified by the nominations committee to the Secretary for inclusion on the ballot. Provision shall be made in the ballot for write-in votes by the membership for all offices except the Presidency.

On or before September 1 of each year, the Secretary shall forward a ballot to each member of the Council. Thirty (30) calendar days following the latest date on which any ballot was mailed, the election shall be declared closed and the ballots counted by the Secretary or his or her designee, and the person or persons receiving the highest vote for each office shall be elected and shall be so certified to the President by the Secretary or his or her designee. In the event that two or more candidates receiving the highest number of votes for a particular position receive the same number of votes, the candidates receiving equal votes shall engage in a runoff election, and a new ballot shall be sent to each member of the Council, after which the same procedure as set forth above shall be followed. If any two or more candidates receiving the highest number of votes in such runoff election receive the same number of votes, then the tie shall be broken by vote of the Board of Directors. The results of the election shall be certified at the Annual Business Meeting (as defined in Section IX below).

The Board of Directors may call and conduct special elections as circumstances dictate. Generally, and as is reasonable and permissible, such elections shall be conducted in accordance with the procedures set forth above.

IX. Membership Meetings:

There shall be at least one business meeting of the Council's membership each year. This meeting shall be designated the Annual Business Meeting, the purpose of which shall be the transaction of Council business. This meeting shall be held in conjunction with the Annual Meeting of the Council. Annual Business Meetings shall be held during the last quarter of each calendar year, unless otherwise designated by resolution of the Board, at such time and place, either within or without the District of Columbia, designated by resolution of the Board, without notice other than these Bylaws and such resolution. The President, with the consent of the Board, may provide by resolution the time and place for the holding of additional business meetings of the membership without notice other than these Bylaws and such resolution.

Upon petition by at least five percent (5%) of the members, the President shall be required to call a special meeting of the membership of the Council.

Notice of any meeting of the membership, other than the Annual Business Meeting, shall be received by each member by mail, overnight courier, facsimile, or other mode of written transmittal, not less than fourteen (14) days and not more than sixty (60) days before the time set for such meeting, and must include the time, date, place, and purpose of such meeting. Any member may waive notice of any meeting before, at or after such meeting.

At least 10% of the voting members of the Council shall constitute a quorum at all meetings of the Council for transaction of business, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws.



If less than ten percent (10%) of the voting members are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the membership, except as otherwise provided by law or by these Bylaws.

To the extent permitted by the Act, any person participating in a meeting of the membership may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate. Such participation shall constitute presence in person at the meeting.

Any action required to be taken at a meeting of the membership or any action which may be taken at a meeting of the membership may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

To the extent permitted by the Act, any action required to be taken at a meeting of the membership or any action which may be taken at a meeting of the membership may be taken without a meeting if duly approved by a written mail or facsimile ballot of the membership. Such written mail or facsimile ballots shall be subject to the same minimum approval and quorum requirements as are required for votes taken at a meeting of the membership.

X. Membership Dues:

Changes in dues, not to exceed 10% for any given year, may be approved by a majority vote of the Board of Directors. Changes in excess of 10% per year, recommended by the Board of Directors, shall require the affirmative vote of a majority of the eligible votes cast.

XI. Articles of Incorporation and Bylaws:

The President shall have the responsibility of interpreting the provisions of the Council's Articles of Incorporation and Bylaws and shall rule on any questions in accordance with the applicable provisions of the laws of the District of Columbia and subject to any limitations set forth by the Board of Directors. Amendment of the Council's Articles of Incorporation and Bylaws can be recommended by either the Board of Directors or upon petition of 5% of the membership. Proposed changes shall be: a) submitted in writing to the Secretary not less than thirty days prior to the Annual Business Meeting; b) distributed to members at least 15 days prior to the Annual Business Meeting; c) discussed at the Annual Business Meeting, at which time they may be amended by a majority vote of those members in good standing in attendance, provided there is quorum present at the meeting; d) distributed with appropriate revisions and a ballot to members and declared in effect 30 days thereafter if two-thirds of the ballots cast are affirmative.

XII. Voting Privileges:

Voting privileges shall be extended only to those members then current in their membership dues obligations to the Council.

XIII. Limitation of Liability and Indemnification:

Limitation of Liability – To the fullest extent permitted by the Act, the personal liability of the Directors, Officers, committee members, and employees of the Council is hereby eliminated.

Indemnification – To the fullest extent permitted by the Act, the Council shall indemnify and hold harmless each Director, Officer, committee member, and employee of the Council against any and all liabilities, costs



and expenses (including legal counsel fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any civil action or proceeding to which he or she may be a party by reason of his or her being or having been a Director, Officer, committee member, or employee of the Council, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, except where the injury or damage was a result of: (i) the willful misconduct of such person; (ii) a crime, unless such person had reasonable cause to believe that the act was lawful; (iii) a transaction that resulted in an improper personal benefit of money, property or services to such person; or (iv) an act or omission that was not in good faith and was beyond the scope of authority of the Council pursuant to the Act, the Council's Articles of Incorporation, or these Bylaws. Such indemnity shall be effective only in the event that the interested Director, Officer, committee member, or employee provides the Board of Directors, within a reasonable time after the institution of such action or proceeding, written notice thereof. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each Director, Officer, committee member, and employee. The Council may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Directors of the Council. Such liability insurance shall provide a minimum limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence.

XIV. Books and Records:

The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, committees having any of the authority of the Board of Directors, and its membership.

XV. Waiver of Notice:

Whenever any notice whatsoever is required to be given under the provisions of the Act, the Council's Articles of Incorporation, or these Bylaws, 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. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

XVI. Dissolution:

The Council may be dissolved by a ballot vote of the membership if two-thirds of the ballots cast are affirmative.