AIRI Association of Independent Research Institutes™

Bylaws

ARTICLE I
Principal Office

The principal office of the ASSOCIATION OF INDEPENDENT RESEARCH INSTITUTES, INC. (hereinafter the "Corporation") shall be at such place as may be designated by the Board of Directors, and the location thereof may be changed at any time by the Board of Directors. The Corporation shall at all times, however, maintain a registered office and a registered agent within the District of Columbia in accordance with the general laws of the District of Columbia.

ARTICLE II
Membership

1. Membership in the Corporation shall be open to any *bona fide* non-profit independent research institute dedicated to excellence in biomedical and behavioral research, or in other research areas identified by the Board of Directors which have as a principal purpose the conduct of such research and meets such other criteria as the Board of Directors may from time to time establish. An applicant shall be admitted to membership in the Corporation upon an affirmative vote of a majority of the Board of Directors. From time to time the Board of Directors may grant Affiliate status to an institution that may benefit from association with the Corporation but does not fully meet the criteria established by the board for membership.

2. Any Membership may be suspended or revoked by a two-thirds vote of the Board of Directors upon a finding of said Board that the member has:

(a) not paid, over a two-year period, such dues as are from time to time established by the Board of Directors; or

(b) failed to sustain the integrity of its programs as may be established by the National Institutes of Health, the National Science Foundation, or other federal or state governmental agency.

3. Prior to such suspension or revocation, the affected member shall receive notice and have the opportunity to explain why such suspension or revocation is not appropriate under the circumstances.

ARTICLE III
Meetings Of Members

1. An Annual Meeting of Members shall be held each calendar year within the District of Columbia or outside the District of Columbia and at such place and time as a majority of the Board of Directors may determine.

2. Special Meetings of the Members may be called by the President, the President-Elect, a majority of the Board of Directors, or by 25% of the Members entitled to vote.

3. Written or printed notice stating the place, day, and hour of the Meeting, and, in the case of a Special Meeting, the purpose or purposes for which the Meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the Meeting, either personally, by mail, or by electronic transmission, by or at the direction of the President, the President-Elect, or the Directors or Members calling the Meeting, to each Member entitled to vote at such Meeting. If such notice is mailed, it shall be mailed to each Member at the address of said

Member as it appears on the records of the Corporation or to such other address as the Member may previously have designated in writing.

4. Each Member shall be entitled to one vote, in person or by proxy, on each matter submitted to a vote at a Meeting of Members.

5. Voting on all matters, including the election of Directors, may be conducted by mail or by electronic transmission.

6. If a Member shall elect to vote by proxy, such proxy shall be executed in writing by the Member and shall indicate the Meeting for which such proxy shall be valid. Every proxy shall be revocable at the pleasure of the Member executing it prior to the Meeting for which such proxy was granted. No proxy shall be valid after eleven months from its date, unless otherwise provided in the proxy.

7. An authorized officer of each Member shall designate in writing one employee who shall have the authority to vote on behalf of such Member, either in person or by proxy. In the absence of such designation, the employee of the Member who is most senior in rank shall be deemed to have the authority to vote on behalf of such Member.

8. The right of a Member to vote shall be subject to the right of the Board of Directors to close the membership books or to fix a record date. If the Directors shall not have exercised such right, the date of the most recent prior Board Meeting shall be the record date.

9. Twenty-five percent of the outstanding Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a Meeting of Members.

10. If a Meeting cannot be organized because a quorum has not attended, those present may adjourn the Meeting from time to time until a quorum is present. At that time, any business may be transacted that could have been transacted at the Meeting as originally called.

11. The affirmative vote of the majority of the votes entitled to be cast by the Members present or represented by proxy at a Meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members, except that in elections of Directors, those receiving the greatest number of votes shall be deemed elected even though not receiving a majority.

12. Any action required or permitted to be taken at a Meeting of Members may be taken without a Meeting if a unanimous written consent setting forth the action is signed by each Member entitled to vote on the matter and filed with the minutes of the proceedings of the Members. Each such consent shall have the same force and effect as a unanimous vote of the Members.

ARTICLE IV
Directors

1. The Board of Directors shall have control and management over the affairs of the Corporation. The number of Directors of the Corporation should be sufficient to ensure a steady pipeline of Directors representing the membership. Ideally there will be nine to thirteen Directors. All Officers elected pursuant to ARTICLE V shall be Directors. The number of Directors may be increased or decreased from time to time by unanimous vote of the Board; however, the number of Directors of the Corporation shall be not less than three (3) and no more than fifteen (15). Directors need not be residents of the District of Columbia, but must be a current employee of a Member.

2. The Directors named in the Articles of Incorporation shall hold office until the first Annual Meeting of Members or

until their successors are elected and qualified. At each Annual Meeting, one-third (or as close as possible in the event the total number of Directors is not divisible by three) of the Board of Directors shall be elected by the membership, the terms being staggered so that one-third of the directors are elected or re- elected every year. In general, each Director shall serve no more than two consecutive, three year terms, except that if also serving as an Officer, such Director may in addition serve to the conclusion of the term of office, or offices in the case of the President-Elect, to which he or she has been elected. All Director terms shall be based on the calendar year (January 1 through December 31). Directors elected at the Annual Meeting shall assume office on the following January 1. For purposes of calculating staggered three-year terms, each term shall commence on January 1 and conclude on December 31 of the final year of service.

3. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election at an Annual Meeting or at a Special Meeting of Members called for that purpose. Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of Directors may be filled by affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for an initial three-year term, consistent with the calendar-year structure of Director terms, and may be re-elected to a second three-year term.

Directors Meetings

4. The Directors shall meet at least two times each year, one such meeting to be conducted either immediately preceding or immediately following the Annual Meeting of Members, and at the same place as designated for the Meeting of Members. Special Meetings of the Board of Directors may be called by the President, or a majority of Directors, at any time upon ten (10) days written notice, except that with the approval of two- thirds of the Directors then in office, this ten day period may be waived. Special Meetings shall be held within the District of Columbia or outside the District of Columbia at such place and time as the President may determine.

5. Any or all Directors may participate in a Meeting of the Board of Directors or any committee thereof by means of conference telephone or by any means of communication by which all persons participating at the Meeting are able to communicate with one another, and such participation shall constitute presence in person at the Meeting.

6. Attendance of a Director at a Meeting shall constitute a waiver of notice of such Meeting, except where a Director attends a Meeting for the express purpose of objecting to the transaction of any business because the Meeting is not lawfully called or convened. A Director may also waive notice of any Meeting by signing, before or after such Meeting, a waiver of notice which is filed with the records of the Meeting. Waiver of notice by a Director shall not constitute his/her approval of actions taken by the Board.

7. A majority of the number of Directors shall constitute a quorum for the transaction of business; and the act of the majority of the Directors then in office shall be the act of the Board of Directors.

8. Any action required or permitted to be taken at a Meeting of the Board of Directors, or of any committee thereof, may be taken without a Meeting if a unanimous written consent setting forth the action is signed by each member of the Board or committee and filed with the Minutes of proceedings of the Board or committee. Such consent shall have the same force and effect as a unanimous vote of the Board or committee.

9. (a) There shall be three standing committees of the Corporation, Government Affairs, Membership and Nominating. In addition, the Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate and appoint *ad hoc* committees for a term certain to assist the Board and the membership. Neither standing committees or *ad hoc* committees shall have or exercise the authority of the Board of Directors in the management of the Corporation. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any

responsibility imposed upon him or her by law.

(b) (1) The Government Affairs Committee is charged with the responsibility of educating lawmakers and government officials about the unique and important role played by independent research institutes in the furtherance of biomedical and/or behavioral research, the training of young scientists and the provision of specialized services to the community. This Committee shall determine, with input from the Directors and membership, government issues of critical importance to the membership. Furthermore, it shall be responsible for evaluating the effectiveness of government relations efforts and for monitoring resources used in these efforts.

(b) (2) The Chairman of the Government Affairs Committee shall be the Past President. The President-Elect and President shall also be members of this Committee.

(b) (3) The Government Affairs Committee shall consist of at least six members, including the Chairman, all of whom shall be appointed by the President and confirmed by the Board. In general, the terms of such members shall be for two years, may be renewed for an additional two years, and shall be staggered so that at least two new appointments or reappointments are made to the Committee each year. In the event that there are not an adequate number of qualified members to participate or if an existing member possesses qualifications or strategic relationships with legislators that makes ongoing service advantageous to the Committee, the Board may choose to extend a member for additional terms. Committee member terms shall follow the calendar year and shall commence on January 1 and conclude on December 31 of the final year of service, unless otherwise determined by the Board of Directors.

(c) (1) The Membership Committee is charged with the responsibility of identifying, evaluating and soliciting potential new institutes for membership in the Corporation and for developing programs for member retention.

(c) (2) The Chairman of the Membership Committee shall be a Director, appointed by the President, confirmed by the Board and shall report to the Board on the activities of the Committee. The President shall be a member of this Committee and may, but need not, serve as Chairman.

(c) (3) The Membership Committee shall consist of at least four members, including the Chairman, all of whom shall be appointed by the President and confirmed by the Board. In general, the terms of such members shall be for two years, may be renewed for an additional two years, and shall be staggered so that at least two new appointments or reappointments are made to the Committee each year. To determine which members shall initially have what length of term, there shall be a drawing by lot. In the event that there are not an adequate number of qualified or interested members to participate the Board may choose to extend a member for additional terms. Committee member terms shall follow the calendar year and shall commence on January 1 and conclude on December 31 of the final year of service, unless otherwise determined by the Board of Directors.

(d) (1) The Nominating Committee is charged with the responsibility of identifying, evaluating and recommending persons to serve as Officers and Directors of the Corporation.

(d) (2) The Chairman of the Committee shall be the President-Elect.

(d) (3) The Nominating Committee shall consist of at least four members, including the Chairman, all of whom shall be appointed by the President and confirmed by the Board. In general, the terms of such members shall be for two years, may be renewed for an additional two years, and shall be staggered so that at least two new appointments or reappointments are made to the Committee each year. In the event that there are not an adequate number of qualified members to participate the Board may choose to extend a member for additional terms. Committee member terms shall follow the calendar year and shall commence on January 1 and conclude on December 31 of the final year of service, unless otherwise determined by the Board of Directors.

ARTICLE V
Officers

1. The Officers of the Corporation shall consist of a President, a President-Elect, a Past President, a Vice President of Member Communications, a Secretary and a Treasurer, each of whom shall be elected by the members at the Annual Meeting coinciding with the expiration of the term of the incumbent Officer for that particular office. Other Officers, Assistant Officers, and agents may be elected by the Board of Directors at any Meeting at which a quorum is present and vacancies may be filled in the same manner. All of the Officers shall be Directors but may not be an Affiliate member.

2. The Officers shall serve for their designated term beginning January 1 and ending December 31 of the final year of service, and shall continue until their successors are duly elected and qualified. Officers elected at the Annual Meeting shall assume office on the following January 1.

3. The President, the President-Elect and the Past President shall each serve one, two-year term. Upon her or his election as President-Elect, that individual will then automatically succeed to the Office of President, and subsequently Past President, unless unable to do so because of death, disability, termination of service with the member organization he or she represents, or the affirmative vote of three quarters of the Members at an Annual Meeting. The Secretary, Treasurer and Vice President of Member Communications shall each serve a two-year term and may be re-elected to a second two-year term, subject to the restrictions on total years of service on the Board of Directors as provided in ARTICLE IV, Section 2. If the Board of Directors determines there is not an appropriately qualified candidate to succeed the Treasurer at the expiration of his or her second two-year term, an exception can be made to extend the incumbent for subsequent two-year terms until an appropriately qualified successor is identified. All Officer terms described in this Section shall follow the calendar-year structure set forth in Section 2.

Duties of the President

4. The President shall serve as chief executive officer of the Corporation. He/she shall preside at all Meetings of the Board of Directors and at all Meetings of the Members; have general and active management of the business of the Corporation, including the development of an annual budget in consultation with the Treasurer; see that all orders and resolutions of the Board of Directors are carried into effect; sign and execute contracts, agreements, deeds, bonds, mortgages and other obligations and instruments on behalf of the Corporation; cause all books, reports, statements and certificates to be properly kept and filed as required by law; enforce these Bylaws; perform all duties incident to his/her office, all duties required by law and all duties assigned to him/her by the Board of Directors; and, generally, supervise and control the business and affairs of the Corporation.

Duties of the President-Elect, the Past President and the Vice President for Member Communications

5. (a) The President-Elect and the Past President in that order, shall be vested with all the powers and perform all the duties of the President in the absence or disability of the President and shall perform such other duties as may be assigned to them by the President or the Board of Directors.

(b) The Vice President for Member Communications shall be responsible for developing strategies to effectively communicate information of value to the Members in whatever medium he or she, the Board, or the Members deem fit.

Duties of the Secretary

6. The Secretary shall give proper notice of Meetings of Members and Directors, shall attend all such meetings, and shall act as clerk thereof, recording all of the proceedings in a book kept for that purpose. The Secretary shall

maintain the records of the terms of office for the incumbents of all offices and committees, keep the seal and all legal and historical records of the Corporation, and shall perform such other duties as shall be assigned by the President or the Board of Directors.

Duties Of The Treasurer

7. The Treasurer shall have custody of the funds of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board or by the President, taking proper vouchers for such disbursements, and shall render to the President and Directors, whenever they may require it, an account of all her/his transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be assigned to her/him by the President or the Board of Directors.

Delegation Of Duties

8. In case of absence or disability of any Officer of the Corporation,(except for the president which is described in section V 4.) or for any other reason deemed sufficient by a majority of the Board, the Board of Directors may delegate her/his powers or duties to any other Officer or to any Director for the time being.

ARTICLE VI
Miscellaneous

Bylaws

1. The power to alter, amend, repeal the Bylaws of the Corporation, or to adopt new Bylaws of the Corporation shall be vested in the Board of Directors, but any such alteration, amendment or repeal is subject to further review and ratification by the Membership.

Corporate Seal

2. The Corporation seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the place of incorporation.

Fiscal Year

3. The fiscal year of the Corporation shall be the calendar year.

Implied Powers

4. The statement herein of certain specific powers of the Directors and Officers of the Corporation shall not be construed as a denial of any other powers which are not inconsistent with the provisions of either the general laws of the District of Columbia or the Bylaws of the Corporation as adopted and/or amended.

The foregoing Bylaws of the ASSOCIATION OF INDEPENDENT RESEARCH INSTITUTES, INC., were adopted by the Board of Directors hereof on the 21st day of April 1989, and subsequently amended by the Board of Directors on September 4, 1990, September 3, 1991, October 13, 1994, April 26, 1998, March 29, 1999, October 3, 2018, September 29, 2024, and December 11, 2024.