

THE SOCIETY FOR SCIENCE AND USER RESEARCH FACILITIES (SSURF) CORPORATION
Bylaws

Article I. NAME AND PURPOSE

Section 1.01 Name. The name of the Corporation is Society for Science at User Research Facilities (SSURF)

Section 1.02 Purpose. The Corporation is created to be an independent 501(c)(3) organization with the scientific and educational purpose of advancing the science performed at user research facilities by (1) supporting their professional communities and research networks through the sharing of best practices and facilitation of professional development, and (2) promoting public awareness about the benefits and significance of the facilities and their research.

Article II. OFFICES AND REGISTERED AGENT

Section 2.01 Principal Office. The principal office of the Corporation and such other offices as it may establish shall be located at such place or places, either within or without the State of Illinois, as may be designated by the Board of Directors.

Section 2.02 Office. The Corporation shall continuously maintain within the State of Illinois a registered office in compliance with the State of Illinois General Not For Profit Corporation Act of 1986.

Section 2.03 Registered Agent. The Corporation shall continuously maintain within the State of Illinois a registered agent in compliance with the State of Illinois General Not For Profit Corporation Act of 1986.

ARTICLE III. OPERATION AS A TAX EXEMPT ORGANIZATION; EXEMPT ACTIVITIES

Section 3.01 The Corporation will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code ("the Code").

Section 3.02 The Corporation will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.

Section 3.03 Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of the Corporation is permitted to take any action or carry on any activity by or on behalf of the Corporation, which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

Section 3.04 No part of the net earnings of the Corporation may inure to the benefit nor be distributable to, any director, officer, employee, or agent of the Corporation.

Section 3.05 If the Corporation dissolves, the balance of the money and property received by the Corporation, after payment of all of the debts and obligations of the Corporation, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose or purposes to those for which the Corporation is organized. The Board of the Directors will choose the specific organization or organizations to which such a distribution will be made. No director, officer, employee, or agent of the Corporation, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of the Corporation.

Article IV. MEMBERSHIP

Section 4.01 Membership Categories.

- (a) Voting Members. In accordance with the State of Illinois General Not For Profit Corporation Act of 1986, the Corporation recognizes the following categories of voting members described below:
- (i) Organizational Members: Scientific user research facilities that provide tools and expertise for both internal and external scientists and engineers to use in conducting research, as represented through its
 - 1) User Program Administrator or an authorized designee of the member facility's User Program Administrator, and
 - 2) its Facility Director or an authorized designee of the member facility's Director.
 - (ii) Individual Members:
 - 1) Regular Members, which shall include the categories listed below. For purposes of membership, "Research" shall be defined as professional services involving or supporting research at a scientific user research facility. A scientific user research facility is a facility for external use to advance scientific or technical knowledge or research.
 - 2) Researcher/Professional, comprising individuals currently or previously active at a scientific user research facility prior to their application for membership.
 - 3) Honorary, comprising individuals invited by the Corporation's Board to become members of the Corporation on the basis of their achievements or sustained acclaim within user science, or noteworthy support of user science or a member facility.
 - 4) Student Members, comprising individuals currently enrolled in, or within twelve (12) months of graduation from, a degree-granting program of study within a Science, Technology, Engineering or Math (STEM) field represented at a member user facility.
- (b) Non-Voting Members. In accordance with the State of Illinois General Not For Profit Corporation Act of 1986, any individual or entity who provides support or assistance to the Corporation may be designated as a "supporting member" or other similar title as determined by the Board of Directors from time to time, but such individual or entities shall not be deemed to be voting members of the Corporation within the meaning of the State of Illinois General Not For Profit Corporation Act of 1986.
- (i) Friends: any other individuals or organizations, including allied professional associations, seeking to support or assist the Corporation.
 - (ii) Additional categories of membership may be identified by the Board.
- (c) Voting members who are in good standing may vote in the elections of the Corporation pursuant to Article V below. A member is in good standing if she/he/it has paid membership dues in full or is otherwise determined by the Board to have satisfied their obligations to the Corporation.

Section 4.02 Member Services and Benefits. The Board, through its Operations Committee, shall identify and make available services to the membership that shall benefit the membership and/or advance the Corporation's pursuit of its purpose. Such services and benefits may include but not be limited to:

- (a) Support for Member Organizations
 - (i) Sharing of best practices in user program administration

- (ii) Development and provision of formal training and reciprocity programs for members
 - (iii) Development of federated systems across facilities
 - (iv) Facilitating opportunities for inter-facility collaboration
 - (v) Use of the Corporation's J-1 program for sponsorship of international researchers, students and trainees and access to immigration subject matter expertise
 - (vi) Benchmarking studies and communications on cross-facility issues
- (b) Support for Individuals
- (i) Development of best practices for members across facilities
 - (ii) Guidance and support on professional development
 - (iii) Dissemination and promotion of members' research efforts and accomplishments
 - (iv) Awards and recognition of accomplishment by members
 - (v) Allied benefits with other professional societies
 - (vi) Annual Meeting and similar forums for the exchange of ideas
 - (vii) Centralized engagement on issues facing members at and across facilities
 - (viii) Communications and updates on topics of relevance to members
- (c) Outreach: Interaction with, and outreach to, the public for educational purposes

Section 4.03 Sponsors. The Board, in its sole discretion, may identify individuals or organizations to serve as "sponsors" of the Corporation's services, events or other activities, to further assist the Corporation in its pursuit of its purpose.

Section 4.04 Dues and/or fees, if any, will be established on an annual basis by the Board for all membership categories. Voting members must pay dues and/or fees at least 14 days in advance of any vote to be eligible to exercise their respective rights to vote, unless forgiven or reduced by the Board through majority vote.

Section 4.05 Membership in this organization shall be made available without regard to race, color, creed or national origin, religion, gender, age, disability or sexual orientation. Notwithstanding the above, dues may be levied on a staggered basis based on the categories of membership.

Article V. BOARD OF DIRECTORS

Section 5.01 General Powers and Duties.

- (a) Management of the affairs of the Corporation shall be vested in its Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation under the State of Illinois General Not For Profit Corporation Act of 1986 and its Articles of Incorporation, subject to the limitations set forth in the Articles.
- (b) Daily operations of the affairs of the Corporation shall be executed by an Operations Committee, as set forth further below in Article 7.02, pursuant to the direction of the Board.

Section 5.02 Number and Composition of Board.

- (a) Voting Members
 - (i) The number of Voting Members of the Board of Directors shall be fixed by resolution of the Board of Directors.

- (ii) The Board shall comprise:
 - 1) No fewer than five (5) Regular Directors at the time of incorporation.
 - 2) For the year following incorporation, additional Regular Directors may be appointed to the Board upon a unanimous vote by the directors then in office, provided at least (10) days' written notice is given of the intention to take such action at such meeting.
 - 3) Thereafter, Regular Directors shall be selected solely pursuant to the provisions set forth below in Article 5.04.
- (b) Non-Voting Members. The Board may establish, at its discretion, category(ies) of Non-Voting Board Members.

Section 5.03 Qualifications.

- (a) Directors need not be residents of the State of Illinois.
- (b) No person shall serve as a director of the Corporation if he or she has an ongoing direct or indirect personal or financial relationship that would materially impair his or her ability to act solely in the interests of the Corporation. Whenever a director has a direct or indirect personal or financial interest in a particular transaction or other decision to come before the Board of Directors, he or she shall disclose such personal or financial interest to the Board of Directors, which shall take such action, including disqualification, as it determines to be appropriate.

Section 5.04 Elections and Terms.

- (a) The Board is composed of two cohorts of directors whose terms are staggered by one year.
- (b) The initial Board at the time of incorporation shall be comprised as follows:
 - (i) At least two Regular Directors serving terms through June 30 of 2017,
 - (ii) All other Directors serving terms through June 30, 2018.
- (c) As the initial Board members' terms expire, each incoming Regular Directors shall serve a two (2) year Term, commencing July 1 and ending June 30 (the "Service Year").
- (d) No one shall serve on the Board for more than eight (8) years of total service, excluding interim service.
- (e) An interim term is the remainder of an unfinished regular Term and may begin after July 1. An interim term does not count against the total service limit.
- (f) Elections for open Regular Director shall be held every year. Replacement (interim) directors shall be selected to the Board by the majority vote of the Board then in office. A director may succeed himself or herself.
- (g) The Term of any individual director shall terminate upon the end of his or her regular Term; upon the effective date of his or her resignation, which may be made at any time by giving notice thereof in writing; upon his or her death; or upon a vote of a majority of the entire Board then in office to remove him or her from office.
- (h) Removal may occur with or without cause, by the affirmative vote of a majority of the Directors then in office, present, and voting at a meeting of the Board of Directors at which a quorum is present. If the vote for the removal of one or more directors is to take place at a special meeting, written notice of the proposed removal must be prepared and delivered to all Directors pursuant to Article 5.08. Such notice must both include the purpose of the meeting (i.e., Removal of Directors) and list the Director(s) sought to be removed.

- (i) When a Director's service ends prematurely, a Director may be nominated and selected by the Board to fill the interim term within thirty (30) days, subject to the requirements for minimum composition of the Board as set forth above in Article 5.02.

Article VI. Quorum and Voting.

Section 6.01 One-half (1/2) of the entire Voting membership of the Board of Directors then in office shall constitute a quorum for the transaction of any business. In the absence of a quorum, the Voting member(s) present may adjourn the meeting.

Section 6.02 The affirmative vote of a majority of the Voting Members present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board, except as a larger vote may at any time be otherwise specifically required by the State of Illinois General Not For Profit Corporation Act of 1986, the Articles of Incorporation, or these Bylaws.

Section 6.03 Each Voting director shall have one vote. All voting at meetings shall be done personally and no proxy voting shall be allowed.

Section 6.04 In the event of a tie, the Chair (as defined by Article 8.03 below) shall determine the result.

Section 6.05 If a Director is present at a meeting of the Board of Directors, he or she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- (a) His or her dissent was entered in the minutes of the meeting;
- (b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- (c) He or she forwarded such dissent by registered or certified mail to the Secretary (as defined by Article 8.03 below) within 24 hours of the meeting being adjourned (however, this right to dissent will not apply to a Director who voted in favor of an action).

Section 6.06 Recusal for conflict of interest. Directors are subject to a continuing obligation to disclose any circumstance that may create an actual or apparent conflict of interest. If a Director finds him/herself in a situation that represents an actual conflict, or which might be perceived as involving a conflict of interest, the Director will immediately notify the Board and seek recusal from discussion and vote on the issue in question.

Article VII. Meetings.

Section 7.01 The Board of Directors shall meet at least twice per Service Year.

Section 7.02 Special meetings, in addition to the regular meetings of the Board of Directors, may be called by the Chair; by the Vice-Chair (as defined in Article 8.03 below); or by one-third (1/3) of the Board upon written request to the Secretary.

Section 7.03 Regular or special meetings may be held either within or outside of the State of Illinois and shall be held at such times and in such places as the Board of Directors may determine in advance.

Section 7.04 Tele- and Videoconferencing. Except as noted below, Board members may participate in a meeting by means of telephone or similar communications equipment through which all directors participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence at the meeting.

Section 7.05 Annual Meeting

- (a) At least one meeting each Service Year shall occur in association with the Annual Meeting.

- (b) No fewer than two (2) Regular Directors shall attend the Annual Meeting in person, unless an exception is granted by one-third (1/3) of the Board upon written request to the Secretary.

Section 7.06 Notice.

- (a) At least ten (10) days' notice shall be given to each director of a regular meeting of the Board of Directors. The Corporation may provide a single notice of all regularly scheduled meetings for that year without having to give notice of each meeting individually.
- (b) Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, but, except as provided in Article 12 of these Bylaws (relating to amendment of the Articles and Bylaws), need not specify the purpose for the meeting or the business to be conducted.
- (c) A special meeting of the Board of Directors may be held upon notice of two (2) days. In such cases, notice of the meeting shall be provided electronically.
- (d) Notice must be either delivered personally to each director or mailed (including the sending of a fax, or electronic mail) to his or her address on record with the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted.
- (e) Notwithstanding the foregoing, a director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

Section 7.07 Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all directors consent in writing by email or other electronic means and set forth in the same writing the action or decision taken or made. Consent in writing shall have the same force and effect as a unanimous vote, and may be described as such in any document executed by or on behalf of the Corporation.

Section 7.08 Compensation. No director shall be compensated for his or her service as a director, unless otherwise decided by the Board of Directors. Directors may be reimbursed for expenses incurred for the purposes of participating in meetings of the Board and while otherwise acting on behalf of the Corporation.

Article VIII. ELECTIONS

Section 8.01 Elections for Directors. The Board is responsible for conducting elections in a fair and open manner.

Section 8.02 The Board will notify the Corporation's membership of any open Board positions for the upcoming year and how voting members may submit names for candidacy. Candidates for election must consent to run for election and to serve if elected.

Section 8.03 The Board shall provide written notice to the membership of the candidates for election.

Section 8.04 Elections shall be held during the fourth quarter of the Service Year in which a term expires.

Section 8.05 Each Voting member in good standing (as defined by Article 4.02) shall be entitled to vote. The election shall be held by closed ballot. Election results will be determined by majority vote.

Article IX. COMMITTEES

Section 9.01 Nominating Committee.

- (a) A Nominating Committee shall be appointed by the Board to recommend nominees to fill planned or unplanned vacancies for Regular Directors of the Board.
- (b) The Nominating Committee may include directors, members, non-members, and non-Board representatives.
- (c) The Nominating Committee may seek input from members and other constituencies before recommending nominees to the Board.
- (d) The Board may elect, at its discretion, Regular Directors from the list of nominees.

Section 9.02 Operations Committee.

- (a) The Board of Directors shall establish an Operations Committee that may include both paid and/or unpaid individuals, to execute the affairs of the Corporation as determined and directed by the Board.
- (b) The Board shall appoint additional or new members of the Operations Committee members, as the Board determines necessary.
- (c) The Operations Committee shall establish, with the approval of the Board, standard procedures for the operation of the Corporation.

Section 9.03 Annual Meeting Committee. The Board of Directors shall establish a committee to plan and coordinate the Corporation's Annual Meeting.

Section 9.04 Other Committees. The Board of Directors may establish other committees, including but not limited to user administration and/or advisory committees. Such other committees may include directors, members, non-members, and non-Board representatives. Committees shall have only such authority as the Board of Directors may by law and these Bylaws direct, subject to the following provisions. Any committee that includes persons other than directors may not exercise any powers of the Board of Directors. No committee shall have the authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to elect or remove the officers or Chief Operating Officer as referenced in Article VIII; to fill vacancies on a committee created under this Article VII; to authorize distributions; or to adopt an annual budget.

Section 9.05 The Board of Directors may fix the salaries or other compensation for members of any Committee unless it delegates this authority to the Chief Operating Officer.

Article X. OFFICERS

Section 10.01 Officers. The officers of the Corporation, who are Voting members of the Board of Directors, shall consist of a Chair, Vice-Chair, Treasurer, and Secretary. The duties of any such officers shall be fixed by the Board of Directors or by the Chair if authorized to do so by the Board of Directors. The same person may hold any two (2) or more offices at the discretion of the Board.

Section 10.02 Elections and Terms of Officers.

- (a) The officers shall be elected by the Voting members of the Board of Directors by a majority vote.
- (b) Terms of Office.
 - (i) The regular term for Officers shall be two years (the "Term of Office").
 - (ii) No Officer may serve more than four Terms of Office in the same office.
 - (iii) A regular Term of Office shall begin on July 1.
 - (iv) An interim Term of Office is the remainder of an unfinished Term of Office. Service during an interim Term of Office shall not count against Term of Office limits.
- (c) Succession.

- (i) The Chair may not serve two consecutive Terms of Office, i.e. may not succeed self.
- (ii) The Vice-Chair ordinarily shall succeed the Chair, upon approval by the Board.
- (iii) The Secretary and Treasurer may be re-elected to the same office, subject to total Term of Office limit defined above in Article 8.02(b)(ii).
- (iv) Any vacancy among such officers shall be filled by majority vote of the remaining members of the Board of Directors, except that the Vice-Chair shall fill a vacancy in the Chair upon approval by the Board.
- (v) In the event that the Chair resigns or is otherwise removed from office, the Vice-Chair shall immediately succeed, upon approval by the Board, to the Chair for the interim term. A special election shall be held within thirty (30) days to fill the interim term of the vacant Vice-Chair. In the event that the Vice-Chair resigns or is otherwise removed from office, a new election for Vice-Chair shall be held within thirty (30) days to fill the interim term. In the event that both the Chair and Vice-Chair resign or are otherwise removed from office, new elections shall be held for both Chair and Vice-Chair within thirty (30) days to fill the interim terms. Service for a regular term normally begins after an interim term unless modified by the Board. Officers may be removed from office with or without cause with prior notice and the opportunity to address the Board.

Section 10.03 General Powers and Duties. The duties and powers of the officers of the Corporation shall be as provided in these Bylaws or (except to the extent they are inconsistent with these Bylaws) shall be those customarily exercised by corporate officers holding such offices.

- (a) Chair. The Chair shall preside over the Board of Director meetings; shall be an ex officio voting member of all committees. The Chair is responsible for articulating the vision of the Corporation to the Board to for leading the development of organization priorities and for supervising all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors. The Chair is responsible for liaising with the Corporation's operations committee and shall in the absence of an Chief Operating Officer, act as the Chief Operations Officer of the Corporation. The Chair shall represents the Board in official communications with membership and other external organizations and shall perform such other duties as the Board of Directors may from time to time prescribe. The Chair shall have the power to change the registered agent and registered office of the Corporation.
- (b) Vice Chair. The Vice Chair provides the primary support to the Chair, and shall perform the duties of the Chair in the absence or incapacitation of the Chair. The Vice Chair shall work closely with the Chief Operations Officer to achieve the tasks assigned to it. The also Vice Chair shall perform such other duties as the Chair or the Board may from time to time prescribe. With Board approval, the Vice Chair shall have the power to change the registered agent and registered office of the Corporation.
- (c) Secretary. The Secretary shall oversee a process for the recording of all votes, minutes and attendance of all proceedings of the Board of Directors. He or she shall give or oversee a process for the giving of notice of all meetings, and shall perform such other duties as may be prescribed by the Board of Directors or the Chair.
- (d) Treasurer. The Treasurer oversee and hold the primary responsibility for the management and reporting of the Corporation's finances, and work closely with Operations Committee's Financial Coordinator. The Treasurer shall oversee a process for: the keeping of full and accurate account of the receipts and disbursements of the Corporation; the depositing of all moneys and other assets in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; the disbursement of corporate funds; and for reports and accounting of the transactions and financial condition of the

Corporation. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the Chair.

- (e) The Board may from time to time establish and/or eliminate additional Offices to execute the affairs of the Corporation, as determined and directed by the Board.

Section 10.04 Inspections. Both the Secretary and Treasurer shall permit any Director or his or her duly authorized attorney to inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

Section 10.05 Chief Operating Officer. The decisions of the Board of Directors shall be directed and executed through the Operations Committee, under the coordination of one or more Chief Operating Officer(s).

- (a) The initial Chief Operating Officer(s) shall be appointed by the Board during its first meeting following incorporation, through a majority vote by the directors then in office.
- (b) Removal of one or all Chief Operating Officer may occur with or without cause, by the affirmative vote of a majority of the Directors then in office, present, and voting at a meeting of the Board of Directors at which a quorum is present. The Board may decide in its sole discretion whether to replace an Chief Operating Officer who has resigned or otherwise been removed, except that in the event that the sole Chief Operating Officer resigns or is otherwise removed, the Board shall appoint one or more new Chief Operating Officer(s) within thirty (30) days.
- (c) The Chief Operating Officer(s) shall be ex officio non-voting member(s) of the Board of Directors and shall not count toward the number of Regular Directors as defined in Article 5.02(a).
- (d) The Chief Operating Officer(s) shall handle all day-to-day matters and duties for the operation of the Corporation, which duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may from time to time authorize; the execution of contracts or other instruments on behalf of the Corporation as the Board may authorize; and the signing of checks, drafts or other orders for payment of money provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Corporation.

Article XI. INDEMNIFICATION AND INSURANCE

Section 11.01 The Corporation shall indemnify and hold harmless any Director and Chief Operating Officer of the Corporation to the maximum extent allowed by the State of Illinois General Not For Profit Corporation Act of 1986, 805 Illinois Code of Statutes Section 105. In providing indemnification under this Article VIII, the Corporation shall follow the procedures described in the State of Illinois General Not For Profit Corporation Act of 1986. Further, the Corporation shall indemnify and advance expenses to an Officer who is party to a proceeding because he or she is or was an Officer of the Corporation:

- (a) To the same extent as a Director; and
- (b) If he or she is an Officer but not a Director, to such further extent as may be provided by the Articles of Incorporation, the Bylaws, a resolution of the Board of Directors, except for:
 - (i) Liability in connection with a proceeding by or in the right of the Corporation other than for reasonable expenses incurred in connection with the proceeding; or
 - (ii) Liability arising out of conduct that constitutes:
 - 1) receipt by the officer of a financial benefit to which the Officer is not entitled;
 - 2) an intentional infliction of harm on the Corporation or the members; or

- 3) an intentional violation of criminal law.

Section 11.02 Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

Section 11.03 Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Illinois Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

Section 11.04 The Board of Directors shall obtain and keep in force a Directors' and Officers' liability policy protecting against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

Article XII. Execution of Documents

Section 12.01 Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of the Corporation must be authorized or ratified by a resolution of the Board of Directors.

Section 12.02 Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of the Corporation and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of the Corporation must be executed and attested by such Officer or Officers, or agent or agents, of the Corporation and in such manner as shall periodically be determined by resolution of the Board of Directors.

Article XIII. MISCELLANEOUS PROVISIONS

Section 13.01 Fiscal Year. The annual accounting period of the Corporation shall be the calendar year (January 1 to December 31), unless changed by the Board of Directors.

Section 13.02 Gifts. The Board of Directors shall accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 13.03 Records. The Corporation shall keep as records minutes of all meetings of its board of directors, and any designated body, a record of all actions taken by the board of directors, or members of a designated body on behalf of the Corporation, and, as determined by the board, shall retain a record of all actions taken by a committee of the board of directors. A Corporation shall keep a copy of the following records at its principal office:

- (a) Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect;
- (b) These Bylaws or restated bylaws and all amendments to them currently in effect;
- (c) Minutes and records described in this section for the past 3 years;
- (d) A list of the names and business addresses of its current directors and officers; and
- (e) The most recent biennial report filed with the State of Illinois.

Section 13.04 Transparency. The Corporation is committed to transparency and accountability. The Directors shall provide full and accurate information and documentation about the Corporation's mission,

activities, finances and governance to Individual and Organizational members and other stakeholders, including but not limited to government agencies engaged in the funding and/or sponsoring of scientific user research facilities.

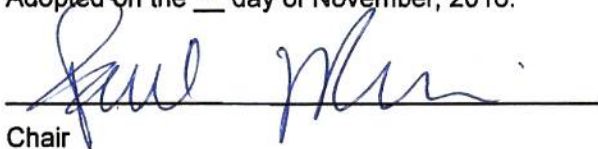
Article XIV. AMENDMENTS

Section 14.01 Amendments to Bylaws. The Bylaws may be altered or amended, or new Bylaws adopted, at any meeting of the Board of Directors, by a majority of the directors in office, if at least (10) days' written notice is given of the intention to take such action at such meeting.

Section 14.02 Amendments to Articles. The Articles of Incorporation may be altered or amended, or new Articles adopted, at any meeting of the Board of Directors, by a majority of the directors in office, if at least (10) days' written notice is given of the intention to take such action at such meeting.

Section 14.03 The Board shall notify and make available amendments to Bylaws or the Articles of Incorporation to the Corporation's membership within thirty (30) days, such as but not limited to publication on the Corporate website.

Adopted on the 3rd day of November, 2016.


Chair