BYLAWS

OF

International Association of Research Scholars & Administrators Inc

(A Not –For-Profit Corporation)

ARTICLE I
NAME AND PURPOSE

Section 1. Name:

The name of the Association shall be the International Association of Research Scholars & Administrators Inc (hereinafter referred to as the "Association"), A Not –For-Profit **Association** in the State of Delaware.

Section 2. Purpose:

The purpose of the Association is to advance Research in Diversified Areas of Study.

ARTICLE II
OFFICES

Section 1. Registered Office:

The Association shall have and continuously maintain office in the State of Delaware, the registered agent whose business office shall be the registered office at 1013 Centre Road, Suite 403-A, Wilmington, DE 19805, County of New Castle, USA.

Section 2. Other Offices:

The Association may also have such other offices within or without the State of Delaware as the Board of Directors may decide from time to time, designate, and as the business and affairs of the **Association** may require.

ARTICLE III
MEMBERS

Section 1. Membership:

The Association shall have three classes of membership – corporate, institution, and individual membership interested in the **Association**, consistent with the requirements and member qualifications of the Bylaws and the Policies.

Section 2. Eligibility: Individual, corporate and institution membership.

2.1. Individual Membership. Any individual, without any considerations of color, caste, race, religion, age, gender, national or ethnic origin, or disability, who is interested in research, shall be eligible for membership in accordance with the Bylaws of the Association.

2.2.Institutional Membership. Any educational institution, research institution-association or center, or government agency in education research shall be eligible for membership in the Institutional membership in accordance with the Bylaws of the Association.

2.3.Corporate Membership. Any corporation or business entity engaged in research shall be eligible for corporate membership in accordance with the Bylaws of the **Association**.

Section 3. Membership Qualifications:

Membership may be granted to any corporate body, institution or individual that: (i) meets the criteria set forth below for membership in the **Association**; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these Bylaws and such other policies, rules, and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as the Board of Directors may establish.

A qualified corporate body, institution or individual seeking membership will be accepted as a member of the Association upon the submission, receipt, acceptance, and processing of any required application, dues and fees. Organizational and Institutional member applications must be approved by the Board of Directors.

Section 4. Member Representatives:

On election to membership, each member organization or institution will designate a principal representative and an alternate representative, who will be a senior officer of the member organization or institution —the research-service company or the corporate research department, to act as its accredited representative in its relations with the **Association**. A change in the principal representative and-or alternate may be made at any time by written notice to the **Association**.

Section 5. Organization Employees:

Employees of member organizations are eligible to benefit from continuing education, training and professional development initiatives established by the **Association** in order to improve the practices, processes and procedures of the organization or institution, as well as to improve the skills and credentials of the individual. These credentials will accrue to and be sustained by the individual who earned them.

6.1. Fellows:

Fellowship of the **Association** shall the most prestigious grade of membership recognizing your senior professional status and leadership contribution to research. Fellowship is awarded after an assessment made by the Fellowship Committee, which comprises Vice President of the **Association**.

Fellows shall be nominated and then personally invited to be assessed for this grade. Attaining the grade of Fellow shall provide you with all the benefits of professional membership as well as being recognized for the elevated status of Fellow. You shall also receive the peer-reviewed journal IJSRITD and IJRSA. Fellows shall represent the sector at a senior level ensuring the profession's continuing relevance to research and society. New Fellows shall be announced and invited to attend the Excellence Lunch in June each year.

The membership shall be open only to Doctoral degree holders of regionally accredited university-institutions having academic-research-industrial experience of more than 10 years and a recognizable research history in terms of research publications, books, and others.

6.2. Member.

Member shall be the second highest grade for which the **Association** members can apply. The **Association** members can self-nominate, or be nominated, for Senior Member grade.

To be eligible for application or nomination, candidates shall:

- Hold Doctoral degree holders of regionally accredited university-institutions having academic-research-industrial experience and having a recognizable research history in terms of research publications, books, and others with three years cognate experience or Master's degree with eight years cognate experience
- Have experience reflecting professional maturity
- Have been in professional practice for at least five years (with some credit for certain degrees)
- Show significant performance over a period of at least five of their years in professional practice
- Candidates for Members shall be nominated, invited or propose themselves.

Prospective members who would like to apply directly for Fellow grade shall first join the **Association** and then submit the Fellowship application form. The **Association** Member Number shall be required on the Fellowship application. The Fellowship portal shall be accessible for 24 hours if you have joined or renewed the **Association** membership. There shall be an additional fee to apply for Fellowship grade. For applications or nominations shall be considered, they shall be received completed, with all required references and resume, at least seven days prior to the meeting date.

6.3. Affiliate Member.

Affiliate membership shall be open to qualified individuals who are researchers and scholars or other professionals who are interested in and-or make substantial contributions to the research field. Eligibility for membership in this category shall be based on evidence of present or past active participation in education research or the direction of education research, and of professional training at least to the level of the master's degree holders of regionally accredited university-institutions having academic-research, and having a recognizable research history in terms of research publications, books, and others.

Affiliate Members shall have the full rights and privileges of membership and shall be eligible to vote and to hold office in the **Association**. As an affiliate member you have the benefit of subscribing to the **Association** publications at reduced member rates. All accepted 'Affiliate Members' shall be provided with "Certificate of Membership" from the **Association**.

6.4. Associate Membership

Associate membership shall be open to individuals who are interested in education research and subscribes to the aims of the **Association**.

Associate members shall be entitled to all rights and privileges of the **Association**. Associate members shall achieve voting privileges after five consecutive years in the status of Associate membership.

The minimum requirement for acceptance to Associate member shall be (a) completion of at least two years of graduate work in their areas of study in regionally accredited universities-colleges or professional schools or (b) the master's degree in their areas of study from regionally accredited universities-colleges or professional schools.

6.5. International Affiliate

Those both residing in and citizens of countries other than the United States who are interested in education research are eligible to join this category of International Affiliate. An international affiliate who is qualified to become a voting member may change membership to Fellow, Member, Affiliate, or Associate Member category at any time.

Become an International Affiliate Member of the **Association**, the **Association** membership shall you get ahead while giving back. Researchers from low-income countries are eligible for a special rate. The **Association** membership is effective January 1 through December 31. If you join the **Association** between September 1 and December 31, you will enjoy membership through the next calendar year.

6.6. Student Member

Student members shall be individuals enrolled in full-time study in pursuit of a graduate degree, who do not draw a primary income as researchers, teachers, policy makers, administrators, consultants, or scholars. Applications and renewals for student memberships must be accompanied by evidence of graduate-student status by a professor or administrator. Student members have the right to vote but not hold office. The **Association** shall provide the discounted student memberships to encourage undergraduate and graduate students, in particular, to become involved with the organization early.

6.7. Honorary Members.

Honorary membership shall be granted by the Board of Directors to any individual who (i) has made outstanding contributions to the growth and advancement of the **Association**; (ii) is not otherwise eligible for membership in the **Association**, and (iii) made extraordinary contributions to the advancement of education and research either through outstanding personal scientific activity or through exceptional leadership research administration.

6.8. Emeritus Membership

Emeritus membership shall be open to active members who have attained the age of 70 years and members who are disabled. In case of the disability of an active member or under circumstances deemed appropriate by the board of directors, the requirement of an age of 70 years for transfer to emeritus status shall be waived. To offset the increased expenses for membership services and mailings, the Board of Directors shall ask that Emeritus members to pay a voluntary assessment fee each year. The fund shall allow the **Association** to continue sending Emeritus members announcements of special conferences, annual meeting program updates, and newsletters. Emeritus members have the right to vote and hold office.

6.9. Life Members

Lifetime Membership shall be available to individuals from academia, industry, and society at large who are dedicated to advancing the **Association**'s vision and mission. Eligibility is subject to approval by the **Association**'s authoritative body, which shall evaluate each application with discretion. Upon approval, members are granted the title "Lifetime Member of the **Association**" to use alongside their name. Lifetime Members shall enjoy exclusive opportunities to participate in national and international workshops, seminars, conferences, faculty development programs, and training initiatives organized by the **Association**, either independently or with Institutional Members, at a preferential rate. They also shall have the right to self-nominate for various the **Association** awards that recognize outstanding contributions in education, research, and community service. Members may also have the chance to contribute to the community by participating in the **Association**'s social development initiatives.

Applicants shall be at least 21 years old and hold a bachelor's degree in any field to qualify for membership. Approved members' names will be displayed on the **Association**'s website within seven working days. The one-time subscription for Lifetime Membership is $2000 USD. Members will receive a soft copy of their membership certificate, and their name, photo, and affiliation will be published on the **Association**'s website.

Lifetime Members shall nominate themselves or be nominated for the **Association** Excellence Award but shall not eligible for leadership positions within the **Association** management. They shall be given lower priority for roles as resource persons, conveners, or moderators in any the **Association** -organized seminar, conference, workshop, or faculty development program. However, Lifetime Members shall have the option to upgrade their membership to a higher category, with the subscription amount already paid being adjusted accordingly to ensure a smooth transition.

Section 7. Application:

The Board of Directors, or its designee(s), shall adopt procedures to facilitate the consideration of applicants for membership in the **Association**. The Board of Directors, or its designee(s), shall determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, whether individual applicants meet the qualifications necessary for membership in the **Association**. All such qualified applicants shall become members upon notice from the **Association**.

Section 8. Rights and Duties.

a) All members shall be entitled to serve on committees and to attend the education and social functions of the **Association**, but only Regular Members (also referred to herein as "voting members") may vote, serve as members of the Board of Directors or hold office, except as otherwise set forth in these Bylaws. Notwithstanding the foregoing, the voting members shall not have the right to vote on the amendment of the **Association**'s Articles of Incorporation or the amendment of its Bylaws. Each voting member shall have one (1) vote on matters submitted to a vote of the membership.

b) The right or interest of a Member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, expiration of a term of membership, dissolution or liquidation of the **Association**.

Section 9. Resignation.

Members may resign from the **Association** at any time by giving written notice to the **Association**. Any member resigning from the Forum shall be responsible for all billed and unbilled dues and assessments related to the then current full fiscal year of the **Association**.

Section 10. Ineligibility.

In the event that a member ceases to be eligible for membership in the **Association**, he or she must immediately notify the **Association**. Such individuals may complete the remainder of their current paid membership term; however, they may not renew their membership in the **Association** until such time as they are eligible for membership.

Section 11. Termination of Membership.

Membership in the **Association** may be terminated or suspended for cause. Sufficient cause for such termination or suspension of membership shall be a violation of these Bylaws or any policies, rules, or regulations of the **Association**. Termination or suspension shall be by majority vote of the Board of Directors; provided that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and-or to be represented by counsel in accordance with procedures adopted by the Board of Directors. In addition, the membership of any member who becomes ineligible for membership or who shall be in default in the payment of any dues or assessments shall be terminated automatically. In special circumstances such termination may be delayed by the Board of Directors.

ARTICLE IV
MEMBERSHIP MEETINGS

Section 1. Annual Meeting.

The Annual Meeting of Members of the **Association** shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the **Association**, or if not so fixed, as may be determined by the Chairperson, if any, of the Board of Directors.

Section 2. Special Meetings.

Special Meeting of members may be held at such place within or without the State as the Board of Directors of the **Association** may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event Members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the **Association**.

Section 3. Notice.

Written notice stating this place, day and hour of the meeting shall be given for all meetings and unless it is an annual meeting, such notice shall state the person or persons calling the meeting. Notices of any special meeting shall also include the person calling the meeting. Notice shall be given either personally or by first class mail not less than 10 days nor more than 50 days before the date of the meeting and if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before the date of the meeting to each Member at his or her address as its appears on the records of the Members of the **Association**, or if such Member shall have filed with the Secretary General of the **Association** a written request that notices to be mailed to some other address, then such notices shall be directed to him or her at such other address.

Whenever the **Association** shall have more than five hundred members, the notice may be served by publication, in lieu of mailing, in a newspaper published in the country in the state in which the principal office of the **Association** is located, once a week for three successive week next proceeding the date of the meeting. If mailed, such notice is given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United State post office. Whenever a meeting of Member is adjourned, it shall not be necessary to provide any notice of the time and place of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting so adjourned.

In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. Notice of the meeting needs to be given to any member who submits a signed Waiver of Notice before or after the meeting. The attendance of any member in person or by proxy at the meeting without protesting the lack of notice of a meeting prior to the conclusion of such meeting shall constitute a waiver of notice by such Member. Any notice of meeting to Members relating to the election of Directors, shall set forth any amendments to the By-Laws of the **Association** adopted by the Board of Directors, together with a concise statement of the changes made.

Section 4. Voting.
A list or record of Members entitled to vote at any meeting of Members, certified by the transfer officer responsible for its preparation shall be produced at any meeting Members upon request therefore by any Member who has given written notice to the **Association**, which request shall be made at least 10 days prior to such meeting. Such list or record shall be evidence of the right of the persons to vote at such meeting and all persons who appear on such list or record to be Members may vote at such meeting.

Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person to act for him or her by proxy in all matters in which a Member may participate. Every proxy shall be signed by the Member of his attorney-in-fact, and shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy.

The directors in advance of any meeting of Members may appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may appoint inspectors. However the Director or officer presiding need not appoint an inspector at any meeting of Members unless a Member entitled to vote thereat requests an appointment of such inspector. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her abilities. The Inspectors shall determines the number of membership certificates or cards, the voting power of each, the number of memberships represented at the meeting, the existence of the quorum, and the validity and effects of proxies. The Inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots and consents, determines the results and do such act as are proper to conduct the election or vote with fairness to all members. On the request of any person presiding or of any Member entitled to vote thereat, the inspectors shall make a report in writing of all matters determined by them with respect to such meeting and execute a certificate of any fact found by them.

Section 5. Order of Business.

The order of business at the annual meeting of Members shall be as follows:
(1) Roll call, (2) Reading notice and proof of mailing, (3) Reading of the last proceeding meeting, (4) Report of the President, (5) Report of Secretary, (6) Report of Treasurer, (7) Election of Directors, (8) Report of Standing Committees, (9) Election of Directors, (10) Old Business, (11) New Business, (12) Adjournment.

Section 6. Quorum. a**)** A majority of the Members present in person or by proxy shall constitute a quorum for the transaction of business at a Members meeting

b. A majority of the Members present or represented at such meeting may adjourn the meeting when a quorum is present at any adjourned meeting, any business may transacted which might have been transacted at the meeting as originally called.
c. Each Member shall have one vote upon all questions presented for action at any meeting of the members, provided that holders of shares in the **Association** shall have as many votes as the number of shares held by them respectively.

Section 7. Members Entitled to Notice.

The Board of Directors shall fix a record date for the purpose of determining Members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine Members entitled to receive distributions or allotment of right, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of Members entitled to vote at a meeting of Members shall be the close of business on the day next proceeding or the day on which notice is given, the day on which the meeting is held. The record date for determining Members for any propose other that specified in the proceeding sentence shall be the close of business on the day on which the resolution of Directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjournment meeting.

Section 8. Issue of Certificate.

The Board of Directors may cause to be issued certificates, cards or other instruments permitted by the law evidencing membership in the **Association**. Membership certificates, cards and other instruments, if issued, shall bear the signatures of facsimile signatures of any officer or officers designated by the Board of Directors and may bear the seal of the **Association** or a facsimile thereof.

Section 9. Capital Contribution.

In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the certificate of Incorporation of the **Association**, each certificate evidencing such capital contribution shall conform to the laws of the State of Incorporation.

Section 10. Levy.
The **Association** may levy initiation fees, assessment and its voting and non-voting Members; however failure to pay such dues does not automatically terminate membership in the **Association**. The **Association** must give a Member notice of any charges levied against him or her and an opportunity to respond to them before the **Association** can expel such Member.

ARTICLE V
FEES, DUES AND ASSESSMENTS

The Board of Directors is entitled to collect membership dues, fees and other assessments for members of the **Association** for all classifications of membership. Dues will be payable in advance of each year of membership or as allowed through payment provisions defined in the Policies.

Section 1. Non-Payment.

Any member who has not paid all applicable dues, fees and other assessments will not be entitled to exercise any rights and privileges of membership until all current yearly dues, fees and other assessments are paid in full. Members who pay all dues, fees and other assessments in arrears within 90 days of membership expiration will be reinstated with their original membership term and not lose any membership seniority or similar status. Non-payment of all dues, fees and other assessments that continues for more than 180 days beyond the due date will result in automatic termination of membership, unless the Board of Directors extends the date of termination for such period as he-she may deem advisable provided that in no event may such extension run for more than one year from due date without the approval of the Board of Directors.

Section 2. Waiver.

The CEO may waive dues, fees or assessments of any member for good cause for up to one year which may not be extended without the approval of the Board of Directors.

ARTICLE VI
BOARD OF DIRECTORS

The **Association** will be governed by a Board of Directors accountable to the membership, which will operate the **Association** as a not-for-profit 501(c)(3) the **Association**. The Board will balance oversight with strategic insight, with its highest priority being to assess and respond in the members' best interest.

Section 1. Authority.

The Board will supervise, control and direct the affairs of the **Association** uphold and execute the **Association**'s purposes and objectives, appoint and remunerate agents and employees, and have discretion in the disbursement of its funds. The Board will adopt Policies containing rules and regulations for the conduct of the **Association** business consistent with the Articles, the Bylaws and applicable law.

The Board will approve an annual operating budget, and will arrange for an annual independent audit of the financial activities of the **Association**. The Board of Directors will approve the compensation of the Executive Director and may authorize contracts made on behalf of the **Association**, but no member of the Board will receive any compensation from the **Association** for their service as a Director.

The Board may develop and promote cooperative relationships with other organizations where such relationships will serve to further the interests and objectives of the **Association**. The Executive Director will be responsible for the development and implementation of all cooperative agreements and will keep the Board informed of new and changed agreements.

Section 2. Composition and Tenure.

The members of the initial Board of Directors shall be those persons selected as Directors by the incorporator and shall hold office until the first annual meeting of members, and until their successors are elected and qualified or until their earlier resignation or removal.

The Board of Directors will be comprised of 16 members, 15 of whom shall be voting members (the Executive Director being the non-voting member of the Board of Directors). All voting Directors will be elected by the membership and five will serve as Officers of the **Association** consistent with the requirements of **Article VI.**

2.1. Directors.

Voting Directors will be elected to reflect the diverse interests and needs in the research industry. The Board of Directors will annually provide the Nominating Committee with objective criteria to be followed in proposing candidates for election to the Board.

2.2. Term.

Voting Directors will serve a first term of two years. Voting Directors reelected to a second term of two years will not be eligible to serve on the Board beyond four years unless they are serving as an Officer of the **Association**, wherein this term of service limit does not apply.

The Executive Committee will annually nominate, by majority vote, a Vice Chair, chosen from the current Board of Directors (including the current Secretary General and Treasurer, but not the current Chair or Vice Chair). Not later than September 1, Board members interested in the Secretary General or Treasurer roles will submit their names as candidates to the Chair.
At the next Board meeting following September 1, the Board will vote as follows:

Annually: To confirm the nominated Vice-Chair. Should the nominee not be confirmed, Board members will submit their names as candidates to the Chair. The Vice-Chair will be appointed based on majority vote of those present (including proxies).

Annually, to appoint a Secretary General in every odd year and a Treasurer in every even year. Should there be more than one candidate for Secretary General or Treasurer, the Board will elect one by majority vote of those present (including proxies). Should there be only a single candidate for Secretary General or Treasurer, the Board will vote to confirm, requiring a majority vote of those present (including proxies).

As Officers of the **Association**, the Secretary General and Treasurer serve two-year terms while the Chair, Vice Chair and Immediate Past Chair serve one-year terms.

Service as an Officer of the **Association** requires approval for each term and office by the Board of Directors.

The Immediate Past Chair of the Board will serve as an Officer with voting rights for the year following their term of office as Chair.

Unless preceded by resignation, disqualification or removal from office, Directors' terms will commence on January 1st of the year following election, which occurs at the Annual Meeting, and end on December 31st at the conclusion of the two-year term of office. If a Director is elected to an Officer position on the Board, the Officer term of office will pertain.

2.3. Special Term for Inaugural Board Directors.
In order to facilitate stability and continuity at the establishment of the **Association**, special circumstances apply to the Directors who begin service on January 1.

One half of these Directors will serve a single term of three years, with no eligibility to run for a further term and with service terminating on December 31. The remainder of the inaugural Directors will serve a regular two year term, until December 3, with eligibility to run for a further term.

The inaugural Secretary General will serve a two year term, ending on December 31. The inaugural Treasurer will also serve a regular two year term, ending on December 31

2.4. Qualification.
Any employee of an organization member or individual member of the **Association** in good standing who meets the criteria established by the Board of Directors is eligible to serve as a Director.

Section 3. Nominations
At the first Board meeting following the Annual Meeting, the Vice Chair will appoint, subject to approval by the Board, a Nominating Committee for the purpose of presenting a qualified slate of candidates to the membership for election to the Board. The Nominating Committee will consist of the Vice Chair, who will be designated the Nominating Committee Chair, and one other member of the current Board of Directors, and three other of the **Association** members in good standing, who reasonably reflect the spectrum of the **Association** membership. No member of the Nominating Committee will be a candidate for the Board.

3.1. Process

In accordance with the schedule to be established annually by the Board, the Nominating Committee will be responsible for the following activities: the timely review and study of credentials of qualified nominees and the presentation of qualified, individual nominees and candidates for Director positions. In addition to any nominees presented by the Nominating Committee, the Vice Chair will permit nominations of qualified candidates by petition of at least 10 percent of the eligible voting membership.

The Nominating Committee will cause the circulation of ballots, administered by the Executive Director, to all eligible voting members by any method permitted by applicable law. The ballots will be counted and the results of the election reported to the Board and then announced to the membership.

3.2. Tie

All qualified candidates receiving the largest number of qualified votes will be elected to each open position. Where a tie exists between two or more nominees, the Board will elect a winner.

3.3. Disputes

Any disputes concerning the election or nomination process will be referred to the Standards Committee for review and recommendation of action to the Board.

Section 4. Vacancies

Should the Chair position be vacated, the Vice Chair will assume the position for the remainder of the vacated term. In the event the Vice Chair or Treasurer or Secretary General positions become vacant, the Chair will appoint an interim Officer from the current Board to serve the remainder of the term with the approval of the Board. Should any other Board position be vacated, the Nominating Committee will present a qualified candidate for the open position to the Board for approval to fill that position for the remainder of the term.

Section 5. Removal of an Officer or Director.

Any Officer or Director may be removed for cause at any time by a vote of two-thirds of the remaining Board of Directors. The Officer or Director subject to removal will be given notice of the cause and an opportunity to be heard by the Board prior to voting.

Section 6. Meetings.

Regular meetings of the Board of Directors will be held not less than three times each year. The time and place of all other regular meetings, if not determined by the Board, will be fixed by the Board Chair with notice sent to the Board at least 30 days prior to the appointed time. Special meetings of the Board may be called at the request of the Board Chair or any five members of the Board with notice sent to the Board at least ten days prior to the appointed time. At all Board meetings, the Chair will preside and in their absence, the Vice Chair will preside. If neither the Chair nor Vice Chair is present to preside over the meeting, the meeting will be presided over by a Director selected by the Board on that occasion.

6.1. Quorum

A majority of the voting members of the Board will constitute a quorum for the conduct of business. Proxies will not be valid at any Board meeting.

6.2. Actions Without Meeting
The resolution and the written consents thereto by the voting Directors of the Board shall be filed with the minutes of the proceedings of the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if all voting Directors of the Board agree in writing to the adoption of a resolution authorizing the action.

6.3. Conduct of Meeting
The Board may adopt such rules and regulations for the conduct of its meeting and the management of the affairs of the **Association** as it may deem proper, not inconsistent with these Bylaws. Any question regarding the correct interpretation of the Bylaws will be settled by the Board of Directors by a majority vote.

Section 7. Compensation.
Directors shall not receive any remuneration for their services as Directors; however, the Board of Directors, by the affirmative vote of the majority of the Directors then in office, may authorize the reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Directors. Nothing contained herein shall be construed to preclude any Director from serving the **Association** in any other capacity and receiving reasonable compensation thereof.

ARTICLE VII
OFFICERS

Section 1. Officers.
The officers of the **Association** shall be a President-Elect, President, 1st Vice-President, 2nd Vice President, Executive Director, a Secretary General, an Assistant Secretary General, a Treasurer, Immediate Past President and such other officers as may be elected or appointed in accordance with the provisions of this Article (collectively, the "Officers"). The Board of Directors may elect or appoint such other officers as it shall deem necessary, who shall have the authority to perform such duties as may be prescribed from time to time by the Board of Directors. Such Officers shall have the authority to perform the duties set forth below and as prescribed by the Board of Directors. One person may hold more than one office in the **Association** except that no one officer may hold the offices of President and Secretary General.

1.1.President-Elect.
The President-Elect collaborates with the President to learn the role of the President, to become familiar with the programs of the **Association** and its governance, and to develop and facilitate officer transition. The President-Elect assists and supports the President as needed and plans for the Presidential year. The President-Elect shall automatically become President at the end of the term as President-Elect.

1.2. President.
The President shall serve as chair of the Board of Directors. The President, during his-her year, shall make appointments to fill positions that become vacant on standing and special committees during the year. The president shall perform such duties as are necessarily incident to the office

of president or as may be prescribed by the Board of Directors. The president shall represent the **Association** within the education and research communities, and other appropriate forums, to advance the mission and goals of the **Association**.

1.2. First Vice-president.

The first Vice President shall succeed to the office of the President. The first vice-president shall perform such duties as are delegated or assigned by the president or the Board of Directors, and shall perform the duties of president in the event that said individual is unable to serve. The 1st vice-president shall make all appointments to fill vacancies on standing and special committees that are due to occur during the year of his-her presidency.

1.3.Second Vice President.

The Second Vice President shall perform all the functions of the First Vice President in the absence or disability of the First Vice President and shall follow the Operational Guidelines approved by the Board. He or she shall attend all business meetings of the **Association**, and all meetings of the Executive Committee, the Board of Directors. He or she shall perform other duties as assigned by the First Vice President.

1.4.Immediate Past President

The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the **Association**. The Immediate Past President supports the president and the President-Elect on an as-needed basis. He or she shall perform such duties as are delegated or assigned by the president or the Board of Directors.

1.5. Executive Director.

The Board shall appoint an Executive Director to oversee the management of the **Association**. The Executive Director shall serve at the pleasure of the Board and shall be an *ex-officio* member of the Board with full voting rights unless prohibited elsewhere in these Bylaws.

1.5.1. Duties of the Executive Director.

The Executive Director shall be the chief financial officer and the chief administrative officer of the **Association** and shall be empowered to hire staff and appoint assistants as necessary to ensure orderly operations. Such paid employees and uncompensated appointments shall be reviewed and approved by the Board.

As chief administrative officer, the Executive Director shall be the managing editor of all regular and special publications of the **Association**.

As chief financial officer, the Executive Director shall be responsible for overseeing all regular and special funds approved by the Board and specified in the Operational Guidelines.

The Executive Director shall receive a salary for his or her service to the **Association**

1.6.Secretary General.

The Secretary General shall attend all meetings of the Members and the Board of Directors, and of the executive committee, and shall preserve in the books of the **Association** true minutes of the proceedings of all meetings. He or she shall safely keep in his or her custody the seal of the **Association** and shall have authority to affix it to all instruments where its use is required. He or she shall give all notices required by statues, by these bylaws, or resolution and shall perform any other duties as may be delegated by the Board of Directors or by the executive committee.

1.7. Treasurer.
The Treasurer shall keep all cause to be kept full and accurate account of receipts and disbursements of the **Association**. He or she shall have the care and custody of all of the funds and securities of the **Association**, and shall deposit or cause to be deposited said funds in the name and to the credit of the **Association** in such bank accounts at such depositories as the Board of Directors may from time to time determine. He or she shall disburse funds of the **Association** as may be ordered by the Board , taking proper voucher for the disbursement, and shall render to the president and directors at the annual meetings of the board, and whenever requested by them, an account of all treasurer transactions and of the financial condition of the **Association**. If required by the Board, he or she shall deliver to the President of the **Association**, and shall keep in force, a bond inform, amount and with the surety or securities satisfactory to the board, conditioned for faithful performance of the duties of the office and for restoration to the **Association** in case of death, resignation, retirement or removal from office, of all book, papers, vouchers, money and properties of whatever kind the possession or control of the Treasurer and belonging to the **Association**. He or she shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the **Association** when counter- signed by the President or the Executive Director; sign checks, drafts, notes and orders for the payments of money, which shall have been duly authorized by the Board of Directors and counter signed by the President or the Executive Director.

1.7.1. The Assistant Secretary General and Assistant Treasurer.
In the absence or disability of the Secretary General shall perform the duties and exercise the powers of the Secretary General. The assistant Treasurer in the absence or disability of the Treasurer shall perform the duties and exerciser the powers of the Treasurer.

1.8. Removal.
Any officer elected by the board may be removed by the board with or without cause; however any officer elected by the Members or class of Members, may be removed with or without cause, only by the vote of the Members or of the class of Members. The removal of any officer, with or without cause shall be without prejudice to his or her contracts rights, if any.

1.9. Vacancies.
A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VIII
BOARD OF ADVISORS

1. The Board of Directors may appoint, from time to time, any number of persons as advisors to the **Association** to act either or as a committee. Each such advisor shall hold office at the

pleasure of the Board and shall have such authority and obligations as the Board may from time to time determine.

2. No such advisor of the **Association** shall receive any salary, compensation or emolument for any service rendered to the **Association** except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefits of the **Association**.

ARTICLE IX
COMMITTEES

The Board may establish and maintain Standing Committees, task forces and other groups of members to further the interests and objectives of the **Association**. All will operate as described in the Policies. All members of all Committees must work for or be members of the **Association** in good standing. Among these, the Board will annually appoint the following Standing Committees of the **Association**.

Section 1. Executive Committee.
The Executive Committee of the **Association** shall consist of the President, President-Elect, Secretary General, Treasurer, Immediate Past President and the Executive Director. In addition, the Executive Director shall be an ex-officio, non-voting member of the Executive Committee. The President shall serve as the chair of the Executive Committee.

1.1. Authority.
The Executive Committee shall have the authority to perform the business and functions of the **Association** between meetings of the Board of Directors, except as otherwise set forth in these Bylaws, and shall report to the Board of Directors any action taken. The delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual officer or member of the Board of Directors of any responsibility imposed by law.

1.2. Meetings and Voting.
The Executive Committee shall meet in person or by conference call upon the request of the President or two (2) members of the Executive Committee. Each member shall have one (1) vote. Three (3) voting members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee.

1.3. Action by Written Consent.
Any action requiring a vote of the Executive Committee may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

1.4. Notification of the Board of Executive Committee Actions.

A summary of the actions of the Executive Committee meetings will be provided to the Board of Directors prior to the next official Board meeting. Any action taken by the Executive Committee will be subject to revision and alteration by the Board, but no such revision or alteration of any such action will affect any right of any third party once notification has been made to third party.

Section 2. Finance Committee.

The Finance Committee shall ensure the **Association** 's accountability for the proper use of the **Association**'s funds; supervise the financial position of the **Association**; review budgets, strategy and recommending fundraising plans to ensure adequate funding for operations, reviews and recommend lending-borrowing practices; review financial activity and advising the Board of Directors regarding any concerns with the financial stability of the **Association**. The Finance Committee shall consist of at least three members of the Board and three members of the **Association** who are not members of the Board.

Section 3. Membership.

The Membership Committee shall be responsible for collaborating with other committees, sections, special interest groups, and members, board and staff on key strategies, challenges, and needs in order to provide insight on membership recruitment, engagement and retention. The Membership Committee may from time to time assess and recommend services, and programs that will add value to the membership. The Membership Committee shall consist of at least two members of the Board and two members of the **Association** who are not members of the Board.

Section 4. Nominating Committee

The Nominating Committee shall be chaired by the Vice Chair of the Board and will be constituted to annually recommend Director nominees for Board approval, as well as recommend candidates to fill vacant Board seats.

Section 5. Standards.

The Standards Committee shall make recommendations to the Board regarding revisions to the **Association**'s Code of Standards, Guidelines, and any members against whom a complaint is made for failing to comply with the requirements of the Code or Bylaws. The Standards Committee shall consist of at least three members of the Board.

Section 6. Government Affairs.

The Government Affairs Committee shall make recommendations to the Board with respect to measures or activities, whether actual or proposed, by any governmental entity that would affect the conduct, practice, integrity, or efficacy of the research industry as well as members of the **Association**. The Committee shall ensure the dissemination of member guidance regarding compliance with all applicable laws, regulations and court decisions and oversee the Privacy Shield program. The Government Affairs Committee shall consist of at least two members of the Board and three members of the **Association** who are not members of the Board.

Section 7. Training and Development.

The Training and Development Committee shall make recommendation to the Board on membership development, organizational and institutional effectiveness. The Committee shall ensure high-quality educational training programs to meet individual members, groups or departmental and institutional needs and objectives. The Committee shall consist of three members of the Board and three members of the **Association** who are not members of the Board.

Section 8. Publications and Research.
The Publications and Research Committee shall be responsible for the quality of the **Association** publications and research and shall provide direction to and review of the **Association**'s print and electronic publications, including journals, books, news, educational and all other publications. The Committee shall oversee general editorial policy, engage in strategic planning and development of the **Association**'s current and future publications, recommend and work with partner entities where appropriate, and initiate publication focused task forces and subcommittees as deemed necessary by the committee.

The Committee shall coordinate all publications associated with the section and shall serve as an advisory unit to the Board. The Committee shall identify publication needs; stimulates research, writing, and discussion by overseeing the development and production of the Article Guides, Discussion Forums, and selected projects. The Committee shall seek opportunities to work collaboratively within the **Association** n as well as related organizations providing content both virtually and at conferences. The Committee shall consist of two members of the Board and three members of the **Association** who are not members of the Board.

ARTICLE X
ELECTRONIC MEETINGS

Any action to be taken at a Board of Directors, Executive Committee, member, committee, or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

ARTICLE XI
USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XII
FINANCE

Section 1. Contracts.
The Board of Directors may authorize any officer or officers, agent or agents of the **Association**, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute

and deliver any instrument in the name of and on behalf of the **Association**, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness.
All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the **Association** shall be signed by such officer or officers, agent or agents of the **Association** and in such manner as shall be determined by action of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Director and countersigned by the Secretary General or Treasurer.

Section 3. Deposits.
All funds of the **Association** shall be deposited to the credit of the **Association** in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Bonding.
The Board of Directors may provide for the bonding of such officers and employees of the **Association** as it may determine is necessary and-or appropriate.

Section 5. Gifts.
The Board of Directors may accept gifts on behalf of the **Association** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the **Association**.

Section 6. Books and Records.
The **Association** shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its voting members, the Board of Directors, Executive Committee, and any committees having the authority of the Board of Directors.

Section 7. Annual Audit.
The Board of Directors shall provide for an annual audit of the financial records of the **Association** by a certified public accountant. A report of the financial condition of the **Association** shall be made to the membership of the **Association** annually.

Section 8. Fiscal Year.
The fiscal year of the **Association** shall be determined by the Board of Directors.

Section 9. Financial Reporting & Audit
The Executive Director will cause the financial position of the **Association** to be reported to the Executive Committee on a monthly basis, with the **Association**’s financial accounting reviewed by a third party auditor at the end of every fiscal year.

ARTICLE XIII
CHAPTERS

Section 1. Establishment.

The Board of Directors of the **Association** will develop and approve policies and criteria which encourage and support the establishment and operation of subsidiary Chapters consistent with the authority, regulations, and limitations granted in the Articles, the Bylaws, and the Policies. Each Chapter will be established through the submission and approval of a petition, application for Certificate of Incorporation, and proposed Chapter bylaws.

The **Association** shall also establish International Chapters to promote global engagement and networking, and improve the methods, technology and business for the **Association** members in and across international markets, consistent with and in support of the purposes of the **Association**.

Section 2. Purpose.
Chapters provide the **Association** with a real, immediate, and local perspective, assessment and guidance on all national (and international) issues, challenges and opportunities, from "relevant" to "critical."

The fundamental objective of Chapters will be to provide – within a distinct and definable geographical area – networking, education and support from a like-minded community consistent with and in support of the purposes of the **Association**.

Section 3. Membership.
Members of a Chapter must be members of the **Association**. Membership in any Chapter is voluntary. With payment of appropriate dues, members may belong to more than one Chapter.

Section 4. Authority.
Chapters will have the authority and duty to carry out the purposes of their bylaws, as approved by the Board of Directors of the **Association** and consistent with the Bylaws of the **Association**. At all times, the activities of the Chapter must support the interests of the **Association** and comply with all legal requirements in the jurisdiction in which the Chapter is located, as well as national laws and regulations.

Section 5. Review and Dissolution.
To ensure continuity of purpose with the **Association**'s objectives to advance the research industry and profession, the Board of Directors may review each Chapter on an annual basis to ensure compliance with the requirements and the Policies established by the Board. The Board may suspend, revoke, or dissolve any Chapter consistent with the Bylaws and the Policies in the best interests of the **Association**. Upon dissolution all Chapter assets revert to the **Association** and use of the **Association** name will cease immediately.

ARTICLE XIV
MISCELANEOUS

1. The **Association** shall keep at the principal office of the **Association**, complete and correct records and books of account of the **Association** including a minute book, which shall contain a copy of the **Association**'s Certificate of Incorporation, a copy of these by laws and all minutes of

the Board of Directors, or any committee thereof of the Members as well as the list or records containing the names and address of all Members.

2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the **Association** shall be 1^{st} of April and can be changed from time to time subject to applicable law.

4. These Bylaws may be amended, altered or repealed and new Bylaws may be made by the Members of the **Association** entitled to vote in the election of directors at a special meeting of the Members called for the purpose of amending these Bylaws provided that any notice of such meeting include the proposed amendment, alteration or repeal of these Bylaws.

ARTICLE XV
CONTRACTS, CHECKS, BANK ACCOUNT AND INVESTMENTS

1. The Board of Directors is authorized to select such depositories as it shall deem proper for the fund of the **Association** and shall determine who shall be authorized in the **Association**'s behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

2. The funds of the **Association** may be retained in whole or in part in cash or be involved and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities as the Board of Directors may deem desirable.

ARTICLE XVI
INDEMNIFICATION

The **Association** may to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the **Association**, against judgment, fines, amounts paid in settlement and reasonable expenses including attorney's fees.

ARTICLE XVII
WAIVER OF NOTICE

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, 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.

ARTICLE XVIII
AMENDMENT

These Bylaws may be amended by the affirmative vote of the Members of the **Association** at a meeting duly called for the purpose of amending these Bylaws, provided.