
Founding Documents

Bylaws

As amended by the Board of Directors, April 24, 2014

Article I: Offices

Section 1.1. Principal Office

The principal office of BioOne, a District of Columbia nonprofit corporation (the "Corporation"), shall be located at such place as the Board of Directors shall from time to time determine, whether in or outside the District of Columbia. The Corporation may have other offices at such other places as the Board of Directors may determine.

Section 1.2. Registered Office

The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent located in such office. The address of the registered office may be changed by the Board of Directors.

Article II: Founding Organizations

Section 2.1. Original Founding Organizations

The following organizations, which have established the Corporation, are referred to as the Original Founding Organizations and shall receive appropriate credit as such:

- Allen Press, Inc., a business corporation organized under the laws of the State of Kansas;
- American Institute of Biological Sciences, a nonprofit educational corporation organized under the laws of the District of Columbia and a membership organization (AIBS);
- The Greater Western Library Alliance (formerly known as the Big 12 Plus Libraries Consortium, Inc.), a nonprofit educational corporation organized under the laws of the State of Missouri and a membership organization (GWLA);
- SPARC, Association of Research Libraries, a nonprofit educational corporation organized under the laws of the District of Columbia and a membership organization (SPARC);
- University of Kansas, a State of Kansas educational institution (KU).

Section 2.2. Active Founding Organizations

The following organizations shall be hereinafter referred to as the Active Founding Organizations:

- AIBS, which shall act through its Board of Directors in carrying out its functions hereunder;
- GWLA, which shall act through its Board of Directors in carrying out its functions hereunder;
- SPARC, which shall act through its SPARC Steering Committee in carrying out its functions hereunder; and
- KU, which shall act through its Chancellor in carrying out its functions hereunder.

The governing body of each Active Founding Organization shall have the right, by written notice to the Corporation, to change the manner by which such Active Founding Organization shall carry out its functions hereunder.

Section 2.3. Rights of Active Founding Organizations

Each Active Founding Organization shall appoint one member of the Board of Directors in accordance with Section 3.3.

Article III: Directors

Section 3.1. Powers and Qualifications

The policies of the Corporation shall be determined, and its affairs shall be managed, by its Board of Directors. Directors need not be residents of the District of Columbia.

Section 3.2. Number

The number of directors shall not be less than nine (9), nor more than fifteen (15). The number of directors may be increased or decreased from time to time by the Board of Directors within such limits; however, no decrease shall reduce the term of any incumbent director.

Section 3.3. Appointment/Election; Terms

All directors not appointed by the Active Founding Organizations pursuant to Section 2.3 shall be elected by the Board of Directors. In order that one-third (or approximately one-third) of the Board be appointed or elected (as the case may be) each year, directors shall serve for staggered terms of three (3) years each and until their successors shall be elected and qualified. Directors in office may be reappointed or reelected for additional terms.

Section 3.4. Resignation

Any director may resign at any time by notifying the Chair, the Secretary, or the president/CEO in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

Section 3.5. Removal

Directors may be removed from office at any time, with or without cause, by resolution adopted by a majority of the directors in office at a meeting called for that purpose. In the case of removal, notice of the intent to remove a director shall be given in accordance with Section 4.5.

Section 3.6. Vacancies

Subject to the final sentence of this Section 3.6, any vacancy occurring in the Board of Directors is to be filled in the same manner as that by which the director whose vacancy is being filled was appointed or elected. A director appointed to fill a vacancy shall hold office for the unexpired term of his/her predecessor. In the case of a vacancy caused by an increase in the number of directors, the provisions of Section 3.3 shall apply, and the new director shall hold office until the next appointment of directors.

Article IV: Meetings of the Board of Directors

Section 4.1. Location of Meetings

Meetings of the Board of Directors may be held in or outside the District of Columbia and may be held in person or virtually, by tele- or videoconference.

Section 4.2. Semi-Annual Meetings

The semi-annual meetings of the Board of Directors shall be held in April and November of each year, or as soon thereafter as is convenient, at such time and place as shall be determined by the Board of Directors and designated in the notice of the meeting.

Section 4.3. Regular Meetings

Regular meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the Board of Directors and designated in the notice of the meeting.

Section 4.4. Call of Special Meetings

The chair may call, or upon the written request of a majority of the members of the Board of Directors, the secretary shall call, special meetings of the Board of Directors.

Section 4.5. Notice of Meetings

When notice of a meeting of the Board of Directors is required by these Bylaws, such notice shall be in writing, and shall be sent to each director by electronic mail at least five (5) days before the time designated for such meeting unless the urgency of the business requires a shorter period of notice. Such notice shall state the time and place of the meeting. The purpose or purposes of such meeting need not be specified, unless otherwise required under the provisions of the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

Section 4.6. Waiver of Notice

Whenever notice is required to be given to any director, a waiver thereof in writing, signed by the director entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Such waiver need not specify the purpose or purposes of the meeting. Presence at a meeting without objection also shall constitute a waiver of notice. If all of the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 4.7. Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless otherwise required by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

Section 4.8. Action by Majority Vote; Tie Votes

Except as required by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, any action by a majority of the directors present at a meeting at which a quorum is present shall be deemed the action of the Board of Directors. Each director present at a meeting at which a quorum is present shall have one (1) vote. In the event of a tie vote, the matter will be decided by the executive committee. In the event of a further tie in the executive committee, the matter will be submitted to the chair, who will decide the matter.

Section 4.9. Action by Written Consent

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing (to include electronic mail), setting forth the action so taken, shall be signed by all of the directors and filed with the minutes of the Board of Directors.

Section 4.10. Virtual Meetings

Any or all directors may participate in a meeting of the Board of Directors by tele- or videoconference, and such participation shall constitute presence in person at the meeting.

Section 4.11. Other Participants

Persons other than directors may participate in meetings of the Board of Directors. However, only directors shall be entitled to vote.

Article V: Committees

Section 5.1. Designation

The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate and appoint one or more committees, including an executive committee, which committees, to the extent provided in such resolution and consistent with these bylaws, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no committee shall have the power to (i) amend the bylaws or the articles of incorporation; (ii) elect or remove directors; (iii) increase or decrease the size of the Board of Directors; (iv) create committees or appoint committee members; or (v) approve the merger of the Corporation with or into any other entity. Each committee shall consist of two (2) or more directors, except that the executive committee shall consist

of the chair, the secretary and the treasurer and one (1) or more additional directors for a total of not less than four (4) members. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Such committees may include persons who are not directors. The Board of Directors shall have the power at any time to designate a member of such committee as its chairperson, fill vacancies, change the membership, or discharge a committee.

Section 5.2. Powers

Each committee shall have and may exercise such powers, not inconsistent with the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, as authorized by the Board of Directors.

Section 5.3. Term

Members of a committee shall serve for a term coinciding with the term of the directors as specified in Section 3.3, or until their successors are appointed, or until the committee shall sooner be terminated. Committee members may be reappointed for additional terms.

Section 5.4. Meetings

Meetings of a committee may be held in or outside the District of Columbia, and may be held by tele- or videoconference. The chairperson of any such committee may fix the time and place of its meetings. Each committee shall keep records of its actions, and report such actions to the Board of Directors and the chairperson.

Section 5.5. Quorum/Action

A majority of the members of any committee shall constitute a quorum. Any action of the majority of those present at a meeting at which a quorum is present shall be deemed the action of the committee.

Section 5.6. Advisory Boards

The Board of Directors may create such advisory boards and appoint to them such persons as it deems appropriate. Persons serving in such advisory capacity shall not exercise any of the powers granted to the Board of Directors in these Bylaws. The Board of Directors shall have the power at any time to designate a member of such advisory board as its chairperson, fill vacancies, change the membership, or discharge an advisory board.

Article VI: Officers

Section 6.1. Designation

The officers of the Corporation shall be a chair, a secretary, a treasurer, and such other officers as may be deemed necessary. Any two (2) or more offices may be held by the same person, except that the offices of chair and treasurer must be held by two (2) different persons. The offices of chair, secretary and treasurer must be filled from the membership of the Board of Directors. Other officers may but need not be directors.

Section 6.2. Election

Elections to fill expiring officer positions will be held by the Board of Directors at its annual fall meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors.

Section 6.3. Term

Except as provided in the next sentence, officers shall serve for a term of three (3) years, until the third annual fall meeting of the Board of Directors and until their successors are elected and qualified. In the event that the directorship of the chair, secretary or treasurer expires prior to the end of his or her term as an officer, the term as an officer will

expire at the same time as the directorship. Officers may be reelected for additional terms.

Section 6.4. Resignation

Any officer may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

Section 6.5. Removal

Any officer may be removed from office at any time by the Board of Directors whenever in their judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.6. Vacancies

A vacancy in any office caused by resignation, removal, or death may be filled for the unexpired term of the predecessor in office by the Board of Directors at any regular or special meeting.

Section 6.7. Chair

The chair shall preside at all meetings of the Board of Directors, shall have general management of the affairs and property of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 6.8. Secretary

The secretary shall keep the minutes of all meetings of the Board of Directors and of the Executive Committee and shall oversee the maintenance and authentication of corporate books and records. He/she shall give, or cause to be given, required notices of meetings of the Board of Directors as may be required by these Bylaws, and shall perform such other duties as shall be assigned to him/her by the Board of Directors or the chair. At the expiration of his/her term of office, the secretary shall turn over to his/her successor in office all books, records, papers and other properties of the Corporation.

Section 6.9. Treasurer

The treasurer shall supervise the financial affairs of the Corporation, including overseeing corporate funds and securities, and shall work with the president/CEO to keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He/she shall direct the president/CEO to render to the Board of Directors, at its annual and regular meetings or when the Board of Directors so requires, an account of all transactions of the financial condition of the Corporation. At the expiration of his/her term of office, the treasurer shall turn over to his/her successor in office all books, records, and other properties of the Corporation. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall have the authority to nominate a deputy or assistant to act in the absence or inability of the treasurer, such nominee to be subject to the approval of the Board of Directors.

Section 6.10. President/CEO

The Board of Directors may upon majority vote appoint and employ, on such terms as the Board may determine, a president/CEO, who shall direct and execute all decisions of the Board of Directors, handle all day-to-day matters and duties for the operation of the Corporation, and serve as an ex officio non-voting member of the Board of Directors. The foregoing 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.

Section 6.11. Other Officers

Other officers elected or appointed by the Board of Directors shall, in general, perform such duties and have such powers as shall be assigned to them by the Board of Directors or the chair.

Article VII: Compensation of Directors and Officers

Section 7.1. Compensation of Directors

No director may receive any compensation for performing services as a director, provided that nothing herein shall be construed to preclude any director from serving the Corporation in a non-director capacity and receiving compensation therefor. Directors may receive reimbursement for their expenses as directors of the Corporation. Expenses that may be reimbursed include, but are not limited to, attendance at annual, regular, or special meetings of the Corporation.

Section 7.2. Compensation of Officers

Except as may be authorized by the Board of Directors, no officer may receive any compensation for performing services as an officer; provided that nothing herein shall be construed to preclude any officer from serving the Corporation in a non-officer capacity and receiving compensation therefor. If the Board of Directors authorizes salary or compensation for an officer, it shall fix the amount of such compensation from time to time, provided that such compensation shall not be excessive in amount and shall be for services that are reasonable and necessary for performance of the Corporation's purposes. Officers may receive reimbursement for their expenses as officers of the Corporation. Expenses that may be reimbursed include, but are not limited to, attendance at annual, regular, or special meetings of the Corporation.

Article VIII: Indemnification and Insurance

Section 8.1. Indemnification

The Corporation shall indemnify any director or officer against expenses incurred in connection with the defense of any action, suit or proceeding in which he/she is made a party by reasons of being, or having been, such director or officer, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under these Bylaws, any agreement, vote of the Board of Directors, or otherwise.

Section 8.2. Insurance

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by such person which arises out of his/her status as a director, officer, employee or agent of the Corporation or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability by law.

Article IX: General Provisions

Section 9.1. Execution of Contracts

The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, to enter into any contract, sign checks, drafts or other orders for the payment of funds of the Corporation, or execute and deliver any instrument as may be necessary to carry out the purposes of the Corporation. Any such authority may be general or confined to specific instances.

Section 9.2. Loans

The Board of Directors may authorize the chair or any other officer or agent of the Corporation to obtain loans and

advances at any time for the Corporation from any bank, trust company, firm, corporation, individual or other institution; make, execute, and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation; and pledge and hypothecate, or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. No loans shall be made by the Corporation to any director or officer thereof. However, the preceding sentence shall not apply to advances for expenses pursuant to Section 8.1.

Section 9.3. Gifts, Grants and Contracts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation, provided that such acceptance does not conflict with the Corporation's Anti-Fraud Policy.

Section 9.4. Investments

The Corporation shall have the right to invest and reinvest any funds held by it according to the judgment of the Board of Directors.

Section 9.5. Books and Records

There shall be kept by the principal office of the Corporation, correct books of account of all the business and transactions of the Corporation. Such books and records shall be available for inspection by any member of the Board of Directors at any reasonable time.

Section 9.6. Depositories

The funds of the Corporation not otherwise employed shall from time to time be deposited to the order of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any one or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

Section 9.7. Annual Audit

The Board of Directors may require that an annual audit be made of the books and accounting records of the Corporation.

Section 9.8. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 9.9. Corporate Seal

The Corporation may have a corporate seal with its name, year of incorporation, and the words, "Corporate Seal, District of Columbia" inscribed thereon. The presence or absence of the seal on any instrument shall not affect the character, validity, or legal effect of the instrument in any respect.

Article X: Amendments

Section 10.1. Amendment

The Articles of Incorporation or these Bylaws may be adopted, amended or repealed by a resolution adopted by a majority of the directors then in office. Notice of the intent to amend the Articles of Incorporation or to alter, amend, or repeal the Bylaws shall be given in accordance with Section 4.5.

Secretary's Certificate

I, David Carlson, Secretary of BioOne (the "Corporation") formed and existing under the laws of the District of Columbia, do hereby certify that the foregoing is a true and complete copy of the Bylaws of this nonprofit corporation as submitted and read to, and adopted by, the Board of Directors on April 24, 2014.

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed the Seal of the Corporation on this day.

David Carlson

[Corporate Seal on Original Document]