

SURA Bylaws  
Crosswalk May 2006 Rev. and Proposed April 2008

Revisions related to additional membership categories  
Substantive revisions not related to additional membership categories

May 2006 Bylaws	Proposed April 2008 Bylaws	Purpose/Explanation of Revision
<b>Preamble</b>	Preamble	No Change.
<b>Article I, Offices</b>	Article I, Offices	No Change.
<b>Article II, Members</b>		
2.01, Qualifications of Members	2.01, Categories of Members	- Creates new membership categories: Standard members, Entity members, Affiliate members.
2.02, Rights and Privileges of Members. See proposed revs. 2.02, 2.03, 2.04	2.02, Qualifications and Rights of Standard Members	- Defines Standard Member: Institutions of higher learning, or other complementary 501(c)(3) or 501(c)(3) equivalent organizations. - Standard Members will have full voting rights and right to be represented on the Council and the Board. - Proposed revision – deletes requirement for re-election of Members from outside the SURA region. - Board may cap percentage of Standard Members from outside the SURA region (current and proposed 10%). - Board may redefine the “SURA region” from time to time.
2.03, Election of Members. See proposed rev. 2.05		
	2.03, Qualifications and Rights of Entity Members	- Defines Entity Member: For-profit entities, includes three classes, A, B, C, of which Class A is the highest level with same voting and participation rights as Standard Membership. ▪ Class A Entity Members pay the highest level of dues, and are represented on the Council and the Board. ▪ Class B and Class C Entity Members are not represented on the Council or the Board, but may participate in Board meetings at the Board’s invitation. - Board may cap percentage of Class A Entity Members (proposed 10%)
2.04, Special Provisions. See proposed rev. 2.02		
	2.04, Qualifications and Rights of Affiliate Members	- Defines Affiliate Member: Not-for-profit entities which desire some programmatic participation. ▪ Are not represented on the Council or the Board, but may participate in Board meetings at the Board’s invitation.

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2.05, Voting Rights. See proposed revs. 2.02, 2.03, 2.04		
	2.05, Admission of Members	<ul style="list-style-type: none"> <li>- Describes briefly new admission process for Standard Members and Class A Entity Members by the Council.</li> <li>- Describes briefly new admission process for Class B and Class C Entity Members and Affiliate Members by the Board.</li> <li>- Other administrative changes.</li> </ul>
2.06, Dues and Assessments	2.06, Dues and Assessments	- Administrative changes.
2.07, Resignation	2.07, Resignation	- Administrative changes.
<b>Article III, Council of Presidents</b>		
3.01, Powers	3.01, Powers	- Conforming change.
3.02, Organization	3.02, Organization	<ul style="list-style-type: none"> <li>- Adds Class A Entity Member representatives to the Council.</li> <li>- Deletes paragraph regarding prior bylaws revisions, no longer applicable.</li> </ul>
3.03, Annual Meeting	3.03, Annual Meeting	- Administrative changes.
3.04, Special Meetings	3.04, Special Meetings	- Administrative changes.
3.05, Representatives and Proxies	3.05, Representatives and Proxies	- Administrative changes.
3.06, Quorum	3.06, Quorum	- Proposed revision – lower Council quorum to one-third (1/3) of the members of the Council, consistent with the Board quorum.
3.07, Action by Council Without a Meeting.		- Stricken. Not workable due to requirement of unanimity.
	3.07, Nominations	- Section number change only.
3.08, Nominations. See proposed rev. 3.07.		
<b>Article IV, Board of Trustees</b>		
4.01, Powers	4.01, Powers	No Change.

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4.02, Composition	4.02, Composition	<ul style="list-style-type: none"> <li>- Revises composition of the Board to include: representatives of Standard and Class A Entity Members, trustees-at-large, Elected Group of the Council and members of the Council who are chairs of standing committees, Special Trustee, and President (non-voting).</li> <li>- Proposed revision – provides voting rights to trustees-at-large.</li> <li>- Proposed revision – provides for appointment of trustees-at-large by the Council on recommendation of the Executive Committee.</li> <li>- Other administrative changes.</li> </ul>
4.03, Term	4.03, Term	- Defines the term of Class A Entity trustee as three years.
4.04, Officers of the Board	4.04, Officers of the Board	- Administrative changes.
4.05, Meetings	4.05, Meetings	- Administrative changes.
4.06, Quorum	4.06, Quorum	No Change.
4.07, Action of Board Without a Meeting	4.07, Action of Board Without a Meeting	No Change.
<b>Article V, Executive and Compensation Committees</b>		
5.01, Authority of the Executive Committee	5.01, Authority of the Executive Committee	No Change.
5.02, Composition of the Executive Committee	5.02, Composition of the Executive Committee	No Change.
5.03, Governance of the Executive Committee	5.03, Governance of the Executive Committee	No Change.
5.04, Quorum	5.04, Quorum	<ul style="list-style-type: none"> <li>- Includes prior Section 9.05, Significant Budgetary of Programmatic Actions</li> <li>- Administrative changes.</li> </ul>
5.05, Compensation	5.05, Compensation	<ul style="list-style-type: none"> <li>- Includes composition of Committee.</li> <li>- Administrative changes.</li> </ul>
<b>Article VI, Finance Committee and Other Committees</b>		
6.01, Finance Committee	6.01, Finance Committee	- Includes Entity trustees as eligible Finance Committee members.
6.02, Other Committees	6.02, Other Committees	- Administrative changes.

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<b>Article VII, Corporate Officers</b>		
7.01, General	7.01, General	- Administrative changes.
7.02, Powers and Duties	7.02, Powers and Duties	- Administrative changes.
7.03, Compensation and Reimbursement	7.03, Compensation and Reimbursement	- Administrative changes.
7.04, Election and Terms of Office	7.04, Election and Terms of Office	No Change.
7.05, Removal	7.05, Removal	No Change.
7.06, Resignation	7.06, Resignation	- Administrative changes.
<b>Article VIII, Scientific and Research Activities</b>		
8.01, Directors of Activities; 8.02, Selection		This Article is revised to appropriately reflect current (post-JLab) SURA organization.
<b>Article IX, Contracts, Loans, Checks, Drafts, Bank Accounts, Etc.</b>		
9.01, Execution of Contracts and Other Documents	9.01, Execution of Contracts and Other Documents	- Administrative changes.
9.02, Loans		- Stricken – not applicable.
	9.02, Checks, Drafts, etc.	- Section number change only.
9.03, Checks, Drafts, etc. See proposed rev. 9.02.		
	9.03, Deposits	- Section number change only.
9.04, Deposits. See proposed rev. 9.03.		
9.05, Significant Budgetary of Programmatic Actions. See proposed rev. 5.04.		
<b>Article X, Miscellaneous</b>	Article X, Miscellaneous	No Change.
<b>Article XI, Amendments</b>	Article XI, Amendments	- Administrative changes.