

APPROVED 12/07/2016
Institute for Research on Innovation & Science Charter

Vision.

The Institute for Research on Innovation & Science (IRIS) is the leading source for data to support rigorous measurement and scientific research documenting the value of public and private investments in scientific discovery, innovation, and education.

Guiding Principles.

- A. IRIS Member Institutions should have the strongest voice in governance.
- B. IRIS governance should reflect as fully as possible the organizational, scientific and regional diversity represented by its membership.
- C. IRIS governance should fully facilitate, but not direct or influence, the rigorous, responsible use of IRIS data by a broad community of researchers.
- D. The IRS Board of Directors should include one or more individuals with demonstrated expertise in privacy and confidentiality issues and an understanding of compliance requirements and data security protocols, in addition to significant overall experience conducting academic research. IRIS's unique strength is the integration of cutting edge research, comprehensive data, and above all, an ethical community of practice.

Formation of IRIS

- A. IRIS is established as a unit of the Host Institution, currently the University of Michigan.
- B. In accordance with Appendix A of the IRIS Membership and Data Use Agreement, IRIS initial governance was vested in a Steering Committee comprised of: Jason Owen-Smith (IRIS Executive Director, Ex officio), Nancy Calvin-Naylor (IRIS Managing Director, Ex officio), Barbara McFadden Allen (Executive Director, CIC), Julia Lane (IRIS Node¹ PI, New York University), Bruce Weinberg (IRIS Node PI, Ohio State University), James Evans (IRIS Node PI, University of Chicago), a representative of the Host institution (TBN), Caroline Whitacre (VPR, Ohio State University) and Jay Walsh (VPR, Northwestern University).
- C. The IRIS Steering Committee adopted Bylaws on [date of adoption of the Bylaws] to govern permanent operation of IRIS after a suitable open comment period to enable feedback from current and pending IRIS members. The Bylaws will be interpreted to be subject to and consistent with the policies and procedures of the University of Michigan as the Host Institution.
- D. Upon adoption of the Bylaws the Steering Committee will be dissolved and the initial Board of Directors will be established through procedures described in the Bylaws. Vacancies will be filled by the initial Board of Director to provide the full complement of members as described in the Bylaws.

¹ An IRIS *node* is a current or future institution, selected and approved by the IRIS governing body, providing support or specialized capability to IRIS activities, which will receive and manipulate identifiable IRIS data from Michigan, and which has entered into an Institute for Research on Innovation and Science ("IRIS") Node Agreement ("Node Agreement").

An IRIS *partner* is a current or future institution, selected and approved by the IRIS governing body, which will receive identifiable IRIS data to develop new data products outside of the IRIS infrastructure, and which has entered into an appropriate data transfer agreement.

IRIS Internal Organizational Structure

- A. After establishment of the initial Board of Directors, the institutional member representatives of the Board of Directors of IRIS will be elected by a majority vote of the voting representatives of the Member Institutions and will serve three-year terms that may be renewed once (for a total of six years). Board members' terms will be staggered every year to allow for approximately one-third open positions each year.
- B. The Board of Directors shall elect a Chair and a Vice Chair by majority vote of the Board.
- C. An Executive Committee composed of three voting members including the Chair and Vice Chair of the Board of Directors, and IRIS Executive Director (*ex officio*, non-voting) as well as the Chair of the Nominating Committee shall be empowered to act for the full Board during the interim period between meetings of the Board subject to ratification of its actions by the full Board.
- D. The Board of Directors may appoint operating and advisory committees as provided in the Bylaws.
- E. The Board of Directors will appoint a Nominating Committee that will solicit and propose nominees for the Board of Directors from IRIS Member Institution researchers, representatives, and other key stakeholders. The Nominating Committee will elect a Chair who will serve on the Board of Directors and the Executive Committee. The Executive Director will be an *ex officio* member of the Nominating Committee.
- F. The Nominating Committee of the Board of Directors also shall solicit and propose nominees for two Advisory Boards of a size and composition described in the Bylaws.
 1. A Scientific Advisory Board comprised of leading social, behavioral and information scientists as well as 'domain researchers' from science and engineering and medical fields. Members need not be drawn exclusively from IRIS Member Institutions, but should be leaders in these scientific areas and well positioned to offer their expertise. The Scientific Advisory Board is expected to (i) advise the scientific direction of IRIS, (ii) review and comment on proposals for IRIS Nodes and Partners and (iii) advise the Board and IRIS leadership about data linkage and other data decisions. The Scientific Advisory Board should also provide guidance on topics raised by the Executive Committee. At least one member of the Scientific Advisory Board should have relevant expertise in privacy and confidentiality. The Scientific Advisory Board shall elect a Chair who will also serve as an *ex officio* member of the Board of Directors. The IRIS Executive Director shall serve as a non-voting member of the Scientific Advisory Board.
 2. A Policy and Outreach Advisory Board composed of such persons representative of universities and other IRIS constituencies as determined necessary by the Nominating Committee. The Policy and Outreach Advisory Board shall have responsibility for (i) evaluating and helping to develop IRIS products for universities and other constituencies, (ii) outreach to those constituencies, (iii) aid in membership development for IRIS and (iv) other matters as determined by the Board of Directors. Policy and Outreach Advisory Board members and chairs need not be affiliated with IRIS Member Institutions but should be individuals who are well positioned to offer their expertise. The Policy and Outreach Advisory Board shall elect a Chair who will also serve as an *ex officio* member of the Board of Directors.

Board Composition and Duties.

- A. The Board of Directors is responsible for overseeing the Host Institution's management of the affairs, business, and activities of IRIS. Management shall be consistent with the rules and policies of the Host Institution as interpreted by its general counsel unless the Board of Directors elects to incorporate IRIS as an independent entity. If the Board of Directors does elect to incorporate, the policies and procedures of the new entity would control IRIS activities.
- B. The Board of Directors shall be selected from key IRIS constituencies. Board Member selection will consider such criteria as geographic and academic diversity.
- C. Board of Director duties are described in detail in the IRIS Bylaws, IV. Board of Directors, C. Board of Directors' Duties.

Institute for Research on Innovation & Science (IRIS) Bylaws

I. Preamble

The Institute for Research on Innovation & Science (IRIS), is an unincorporated membership-based consortium of research institutions in the United States that is the leading source for data to support rigorous measurement and research documenting the value of public and private investments in scientific discovery, innovation, and education. IRIS activities are financially self-supporting through a variety of revenue streams, including membership dues; license fees; workshops, symposia, and publication fees; and external research or training grants and contracts to the Host or Member Institutions.

II. Purposes

IRIS oversees obtaining, curating, storing, making securely accessible, and distributing de-identified versions of data from Member Institutions to facilitate use of data to provide credible, independent information and scientific findings about the productivity and public value of the research enterprise to inform effective policy-making, support outreach, aid in research management, and expand the state of knowledge.

III. Organization

A. *Host Institution*

IRIS activities will be headquartered at a Host Institution. The IRIS Host Institution will provide substantial resources (including facilities, computing, legal, HR, and data security support in addition to a vibrant research environment) that are essential to IRIS and its mission. The activities and bylaws of IRIS are subject to the rules and policies of the Host Institution, and the contracts between Member Institutions and the Host Institution.

B. *Host Institution Authority*

The Host Institution is authorized by the Board of Directors and the Host Institution's policies to:

1. Execute agreements with Member Institutions, Nodes, and Partners to further the activities of IRIS.
2. Accept donations of money, property, or any other things of value to further the activities of IRIS.
3. Enter into contracts subject to appropriate legal authority.
4. Appoint an Executive Director.

The initial Host Institution is the University of Michigan. The University of Michigan will organize IRIS as a program in its Institute for Social Research Survey Research Center. IRIS will be operated by a faculty Executive Director, and a professional staff of appropriate size and composition to conduct the work of IRIS. The operating staff will be employees of the University of Michigan.

C. *Host Institution Selection*

The IRIS Board of Directors may recommend a competitive selection process to seek a new Host Institution drawn from its Member Institutions or incorporation as an independent non-profit organization by a two-thirds (2/3) majority vote of the Board of Directors at any time after the third anniversary of the adoption of these Bylaws by the Steering Committee as provided in the Charter and following a systematic, formal review of the management, operation, financial status, and effectiveness of the then current Host Institution's providing resources,

infrastructure, staff and processes to support IRIS. Such review will be presented as a report to the Board of Directors prior to initiation of a competitive selection process.

IV. Board of Directors

A. Management

IRIS activities will be managed by an Executive Director with oversight from a Board of Directors who will make decisions regarding the operations of IRIS. A Scientific Advisory Board and a Policy and Outreach Advisory Board will provide advice to the Executive Director and Board of Directors.

B. General Powers and Responsibilities of the Board of Directors

IRIS activities will be governed by a Board of Directors (the "Board"). The Board will oversee the Host Institution's management of the affairs, business, and activities of IRIS, establish policies and directives governing business and programs of IRIS, and shall delegate to the Executive Director and staff, subject to the provisions of these Bylaws, responsibility to see that the policies and directives are appropriately followed consistent with the rules and policies of the Host Institution as interpreted by the Host Institution's general counsel. The Board cannot require the Host Institution to enter into a contract.

C. The Board of Directors' duties include:

1. Review of the Host Institution's management of the financial and operational affairs, business and activities of IRIS, through regular systematic evaluation of IRIS management and performance to include feedback from Member Institutions.
2. Approval of a public annual report and a financial report for the general membership.
3. Approval of any new forms of access to identified IRIS data ("Identified data" is IRIS data or any subset thereof that includes personally identifiable information (PII) for individual employees of IRIS Member Institutions).
4. Authorization of any revenue generating agreements that rely on IRIS data.
5. Approval of any change in annual membership fees and/or special assessments.
6. Membership development and outreach to stakeholders.
7. Systematic annual evaluation of the IRIS Executive Director.
8. Recommendations for change in the IRIS Executive Director to the Host Institution subsequent to an annual evaluation.
9. Approval of an agreement between the Host Institution and a current or future Member Institution that will provide support or specialized capability to IRIS activities by manipulating identifiable IRIS data maintained on Host Institution informational technology resources, and which has entered into an Institute for Research on Innovation and Sciences (IRIS) Node Agreement.
10. Approval of an agreement between the Host Institution and a current or future organization that will receive identifiable IRIS data to develop new data products outside of the IRIS infrastructure and which has entered into an appropriate data transfer agreement as an IRIS Partner.
11. Approval of the slate of nominees for election by the Member Representatives of members of the Board of Directors, Policy and Outreach Advisory Board, and the Scientific Advisory Board as presented by the Nominating Committee.
12. Evaluation of conflicts of interest identified pursuant to Article XII.

D. Chair, Vice- Chair

The Board of Directors shall elect a Chair and a Vice Chair from its membership by majority vote.

E. Advisory Committees

The Board of Directors may appoint advisory committees as the Board deems necessary to fulfill its obligations under these Bylaws.

F. Number and Qualifications of Board of Directors Members

1. The Board of Directors shall be representative of the multiple IRIS constituencies, geographical diversity, different academic foci and associations, diverse perspectives of public and private institutions, and inclusive of an array of stakeholders to facilitate the growth of new membership and the broadest, most effective use of IRIS measurements and findings.
2. The Board of Directors may have up to 13 voting members, but no fewer than 9 members.

G. Board members will include:

1. Executive Officer Level representatives of IRIS Member Institutions (or in the case that a Member Institution is a consortium, such as a University System, then a representative of the system or a Member Institution) elected by the Member Representatives provided, below.
 - a. Six seats will be filled by private and public Member Representatives in proportion to the distribution of such Members Institutions at the time of a given election
 - b. The Host Institution may appoint one Member Representative to the Board.
2. At least four individuals who are independent experts of national standing and visibility who can provide guidance and lend greater credibility to IRIS broadly and are identified by IRIS constituents who will be at-large directors.
3. At least one individual with deep knowledge of and credibility in the federal statistical community.
4. At least one individual with knowledge of policies and regulations related to privacy and confidentiality.
5. The Chair of the Nominating Committee.
6. No more than three additional board members solicited and proposed at the discretion of the Nominating Committee will represent constituencies of IRIS including, corporations who are “consumers” of university research products, philanthropic and foundation leaders, and former policy-makers. Additional board members need not be affiliated with IRIS Member Institutions.
7. The IRIS Executive Director, and the chairs of the Policy and Outreach Advisory Board and the Scientific Advisory Board will be *ex officio*, non-voting members of the Board.

Individual directors may represent more than one membership category.

No more than three voting directors will be employees of the Host Institution.

Dependent upon specific circumstances and needs, as the Board may deem advisable, the Board may appoint ex-officio board members for limited terms or for designated board meetings, or invite other participants who do not have voting power, will not count as one of the regular directors, and are not eligible for office, for instance, legal counsel.

H. Board Compensation and Reimbursement

No part of IRIS income or assets will inure to the benefit of or be directly or indirectly distributable to any private individual. No director or officer of IRIS may receive any pecuniary benefit from their role as a director or officer of IRIS. The Executive Director will be compensated from funds provided by Member Institutions for IRIS activities as permitted by the policies of the Host Institution. The host institution may contract with or otherwise compensate personnel employed by a Node or Partner that has been approved by the Board of Directors. Board members are responsible for their own expenses for attendance at meetings, IRIS events and activities.

I. Initial Board of Directors

1. The Executive Director will solicit nominations for the six seats on the Board of Directors to be filled by Member Representatives as provided in Section G.1.a, above, from Member Representatives appointed pursuant to Article VIII.C.2 at the time of adoption of these Bylaws.
2. Member Representatives may submit no more than one nomination.
3. The Executive Director shall describe an electronic process for Member Representatives to submit nominations and vote for these positions on the Board of Directors.
4. The Executive Director will assure that the process elects private and public Member Representatives in proportion to the distribution of such Members Institutions at the time of the election.
5. Initial directors will be appointed for terms staggered every year to allow for approximately 1/3 open positions each year. The six elected directors and the director appointed by the Host Institution will fill other vacancies on the Board of Directors as described in Section 8, below.

J. Board Elections

After the selection of the Initial Board of Directors, the Member Representatives of the Board of Directors described in Section G.1.a, above, will be elected by a majority vote of the Member Representatives, in June of each year by a process determined by the Executive Committee. Each Member Representative is entitled to one vote for each open position. In the case of a tied vote, election between the tied candidates will be determined by a majority vote of directors then in office.

K. Term of Board

The directors will serve three-year terms that may be renewed once (for a total of six years).

Terms shall be three years and any individual shall be limited to two consecutive full terms. There will be at least a one-year period after the end of an individual's last year of a consecutive term before such individual is eligible to begin another term.

L. Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

1. The death, resignation, or removal of any director;
2. An increase in the authorized number of directors; or
3. The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by an affirmative vote of a majority of the directors then currently in office, may remove any director at any regular or special meeting; provided that the director to be removed has been notified in writing that the action would be considered at the meeting.

Any director may resign effective upon giving written notice to the Chair of the Board unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated by the Board to take office when the resignation becomes effective.

Any vacancy on the Board due to causes other than expiration of term may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and this partial term shall not count against the limit of two consecutive full terms of such director.

M. Board Required Attendance

An elected director absent from two consecutive regular meetings of the Board during a year shall be removed from the Board but is permitted to reevaluate their commitment to IRIS with the Board Chair. The Board may deem a director who has missed two consecutive meetings to remain as a director following a positive recommendation by the Chair.

N. Meetings

The Board's regular meetings may be held at least biannually at a place and time as shall be determined by the Board. The Chair, Vice-Chair, or any three voting directors may call a special meeting of the Board with 2 days' written notice provided to each member of the Board. The notice shall be served upon each directors via hand delivery, regular mail, email, or by fax. The person(s) authorized to call such special meetings of the Board may also establish form (e.g., phone, webex) or the place the meeting is to be conducted, so long as it is a reasonable place in which to hold any special meeting of the Board.

O. Voting and Action by Written Consent

Unless otherwise specified in these Bylaws, passage of an action of the Board of Directors, the advisory boards, committees, or Member Institutions requiring a vote will be determined by a majority of eligible voters.

Any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken is signed by all Board members. Consent has the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed by email or in multiple counterparts or copies each of which will be deemed an original for all purposes. Facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

P. Proxy

A director who is unable to attend a meeting of the Board of Director may vote by written proxy given to any other voting member of the Board or designated staff member in attendance at the meeting in question. However, a vote by proxy shall not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution.

V. Executive Committee

A. Appointment

The Board of Directors will appoint an Executive Committee composed of three voting members including the Chair and Vice Chair of the Board of Directors, and the chair of the Nominating Committee, and IRIS Executive Director who will serve as *ex officio*, non-voting member.

B. Authority

The Executive Committee, unless limited in a resolution of the Board, has and may exercise all the authority of the Board in the management of the business and affairs of IRIS between meetings of the Board; provided, the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article III. The Vice Chair of the Board of Directors shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

C. The Executive Committee will:

1. Select a Host Institution to house the Executive Director and IRIS's staff infrastructure and data after a 2/3 majority Board vote to recommend a process.
2. Set overall policy and budget for IRIS consistent with Host Institution policies.
3. Provide strategic guidance and review of the IRIS activities.
4. Review the management of the financial affairs of IRIS by the Board of Directors on behalf of the Members.
5. Set membership fees and required term of membership subject to the ratification by formal resolution at the Annual Meeting of Member Institutions.
6. Set fees for use of IRIS registered trademarks, certification marks, and collective marks or copyright material and for IRIS activities and products with advice from the Host Institution.
7. Propose a budget that provides financial support for the successful operation of IRIS as determined by the Executive Director including, expert consultation, meetings, training, and funds for innovation and testing.

D. Meeting of the Executive Committee

1. The Executive Committee shall meet at least once per year to discuss matters related to its purpose.
2. At least one-third of the members of the Executive Committee present at a meeting properly called by the Executive Director constitutes a quorum.

VI. Nominating Committee

A. Appointment

The Board will appoint a Nominating Committee. The chair the Nominating Committee will be elected by its members. Membership on the nominating committee will be comprised of members of the Board of Directors who do not serve on the Executive Committee other than the chair of the Nominating Committee who will be a member of the Executive Committee, as well as the Executive Director (*ex officio*) and any other Nominating Committee members as the Board finds appropriate.

B. Duties

The Nominating Committee will solicit nominees for the Board of Directors, the Policy and Outreach Advisory Board, and the Scientific Advisory Board from IRIS researchers, university members, and other key stakeholders as provided in Articles X and XI and submit the slate of nominees to the Board of Directors for approval and subsequent submission to the Member Representatives for election.

VII. Quorum, Tie Votes

The Board of Directors must have a quorum to make binding decisions. In the absence of a quorum, in urgent situations, and at the discretion of the Chair of the Board of Directors a majority of the members of the Executive Committee may make binding decisions that will be submitted to and ratified by the Board.

If at any time a vote results in a tie, then the Board or Committee Chair will cast the deciding vote regardless of whether the Chair's vote was initially considered in the tally of votes that resulted in a tie. The act of the majority of the members serving on the Board or Committees and present at a meeting in which there is a quorum shall be the act of the Board or Committees, unless otherwise provided by these Bylaws. If a quorum is not present at a meeting, the Board or Committee members present may adjourn the meeting from time to time without further notice until a quorum shall be present. A Board or Committee member is considered present at any meeting of the Board or Committee if during the meeting he or she is in synchronous remote audio communication with the other Board members participating in the meeting.

VIII. Membership

A. Terms of Membership

Membership in IRIS is open to any organization or agency that maintains its good standing, has a material interest in the work of IRIS, agrees to the terms of the Membership and Data Transfer Agreement, and is in compliance with this Charter and Bylaws. The Executive Committee may create differing classifications of membership for the purpose of levying annual dues and providing member rights.

Each Member Institution shall appoint a Member Representative with the rights and obligations described in this section.

The number of Member Representatives from Member Institutions that comprise a state-organized system of universities for which the state system is the Member Institution will be determined by the Board of Directors on a case-by-case basis subject to the approval by formal resolution of the Executive Committee.

B. Dues

Membership fees from IRIS members shall be used to defray operating costs of IRIS. Membership fees will not directly fund original research by Member Institutions using IRIS data but may be used to support acquiring, cleaning, housing, and improving data, translating research results into reports for members or piloting analyses for new data products.

C. Rights and Obligations of Members

Member Institution

1. Will sign and comply with provisions of the Membership and Data Transfer Agreement including provision of data and payment of fees.
2. Will appoint an executive level officer with the appropriate authority (e.g., the president/chancellor, provost, vice president/dean for graduate studies, vice president for research or their designee) to serve as a voting representative (“Member Representative”).
3. Will have one vote exercisable by or on its behalf by its designated Member Representative. A Member Institution will provide the Executive Director with the name of its designated Member Representative prior to any vote.
4. Will be eligible to have a Member Representative elected to the Board of Directors with all rights and privileges of a member of the Board of Directors.
5. Should participate in at least one substantive activity of IRIS, such as an elected position, committee, sub-committee, or working group through its Member Representative or other employees.
6. May display IRIS trademarks on promotional material and publicize the Member Institution’s participation in IRIS.
7. May send a specified number of participants, as determined by the Executive Committee, to selected IRIS-sponsored meetings, workshops and symposia.

D. Annual Meeting of Member Representatives

1. The Annual Meeting of Member Representatives occurs once within a calendar year.
2. The purposes of the Annual Meeting of Member Representatives are to:
 - (a) Provide a forum for Member Institution discussion and feedback,
 - (b) Review and approve the activities of the Executive Committee in the preceding year,
 - (c) Receive and approve by formal resolution the Annual Report of the Executive Director,
 - (d) Deliberate any proposals to amend the Charter and Bylaws.
 - (e) Elect members of the Board of Directors, Policy and Outreach Advisory Board, and the Scientific Advisory Board from the slate presented by the Nominating Committee and approved by the Board of Directors.
3. The Annual Meeting of Member Representatives will be called separately by the Executive Director and may precede or follow a meeting of the Scientific Advisory Board or the Policy and Outreach Advisory Board.
4. The Annual Meeting of Member Representatives will be chaired by the Chair of the Executive Committee.
5. At least one-third of the Member Representatives present at an Annual Meeting properly called by the Executive Director shall constitute a quorum.
6. The Member Representatives may meet more often than annually if called to do so
 - (a) By formal resolution of the Executive Committee,
 - (b) By presentation of a petition to the Executive Committee drafted for that purpose and approved by one-third (1/3) of the designated Member Representatives.

IX. Executive Director

A. The role of the Executive Director is to:

1. Select appropriate staff as needed and authorized by the Host Institution including a Managing Director.
2. Supervise the Host Institution's staff assigned to IRIS activities and prioritize their work as needed to meet objectives of IRIS.
3. Convene the Annual Meeting of Member Representatives, meetings of the Executive Committee, and the Scientific Advisory Board.
4. Maintain the list of Member Representatives.
5. Represent IRIS at conferences, meetings, and other forums, or designate someone to do so.
6. Make programmatic decisions based upon the recommendations of the appropriate committees and the Board of Directors.
7. Act as primary liaison between the Host Institution and Member Institutions.
8. Present an annual Financial Report to the Executive Committee.
9. Prepare a public annual report and a financial report for the general membership.
10. Develop and manage communication within IRIS and with the public.
11. Serve as an *ex officio* member of the Executive Committee, the Nominating Committee, and the Scientific Advisory Board, without vote.

As appropriate, the other members of the Executive Committee will assist the Executive Director in these activities.

X. Scientific Advisory Board

A. Purpose.

The purposes of the Scientific Advisory Board are to:

1. Provide advice on the scientific direction of IRIS.
2. Review and comment on proposals for IRIS Nodes and Partners.
3. Inform data linkage and other data decisions.
4. Provide guidance on topics raised by the Executive Committee.

B. Organization

1. A Scientific Advisory Board will be comprised of leading social, behavioral and information scientists as well as 'domain researchers' from science, engineering and medical fields. At least one member of the Scientific Advisory Board should have relevant expertise in privacy and confidentiality.
2. Members need not be drawn exclusively from IRIS Member Institutions, but should be leaders in scientific areas and well positioned to offer their expertise.
3. The Executive Director and Managing Director are *ex-officio* members, without vote, of the Scientific Advisory Board. The Executive Director is not eligible to be elected to also serve as Chair or Vice-Chair.
4. At least one-third of the Members present at a meeting of the Scientific Advisory Board properly called by the Executive Director shall constitute a quorum.
5. The Executive Director may invite others to participate as observers or presenters in activities and meetings of the Scientific Advisory Board.
6. Members of the Scientific Advisory Board shall elect a Chair and Vice-Chair from among themselves for a term of three years. The Chair and Vice-Chair are eligible for re-election for one additional term.

7. The Scientific Advisory Board chair will also serve on the Board of Directors as an *ex officio*, nonvoting member.
8. The Scientific Advisory Board may also form Sub-Committees and Working Groups on specific topics.

C. Meeting of the Scientific Advisory Board

1. The Scientific Advisory Board shall meet at least once per year.
2. At least one-third of the members of the Scientific Advisory Board present at a meeting properly called by the Executive Director shall constitute a quorum.

XI. Policy and Outreach Advisory Board

A. Purpose

The purposes of the Policy and Outreach Advisory Board are to

1. Evaluate and help to develop IRIS products for universities and other constituencies,
2. Outreach to those constituencies,
3. Aid in membership development for IRIS and
4. To assist with other matters as determined by the board.

B. Organization

1. A Policy and Outreach Advisory Board will be composed of representatives of universities and other IRIS constituencies determined necessary by the Nominating Committee of the Board of Directors.
2. Policy and Outreach Advisory Board members and chairs need not be affiliated with IRIS Member Institutions but should be individuals who are well positioned to offer relevant expertise.
3. The IRIS Managing Director shall serve as a non-voting member of the Policy and Outreach Advisory Board.
4. Members of the Policy and Outreach Advisory Board shall elect a Chair and Vice-Chair from among themselves for a term of three years. The Chair and Vice-Chair are eligible for re-election for one additional term.
5. The Policy and Outreach Advisory Board chair will also serve on the Board of Directors as an *ex officio*, nonvoting member.

XII. Conflict of Interest

A. Purpose

The purpose of the Conflict of Interest policy is to protect IRIS's interests and ensure integrity of decisions when entering into a transaction or arrangement that might benefit the personal financial interest of one of the members of the Board of Directors ("personal financial conflict of interest" or "PCOI"). This policy is intended to supplement but not replace any applicable state and federal laws or institutional policies governing conflict of interest applicable to the Host Institution or employing institution of the directors, and is not intended as an exclusive statement of responsibilities. Resolution of any conflicts of interest will be subject to the policies of the Host Institution.

B. *Duty to Disclose*

In connection with any actual or possible personal financial conflict of interest, a director must disclose the existence of the financial interest and all material facts to the Executive Committee and to their employing institution under applicable policies of that institution. Any PCOI required to be disclosed by a director to their employer institution that relates to IRIS activities or service on boards or committees described or authorized by these bylaws shall be considered a financial interest for purposes of these bylaws. Mere receipt of salary from a Member Institution by an employee of such institution does not constitute a PCOI of such employee.

C. *Confirming a Financial Conflict of Interest*

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested director shall leave the Board meeting while the Board discusses the PCOI. The remaining Board members shall determine whether a PCOI requiring management or action exists by majority vote.

D. *Addressing Conflict of Interest*

In the event that the Board establishes that a proposed transaction or arrangement creates a PCOI for a particular director, the Board shall then proceed with the following actions:

1. Require the director to recuse themselves from discussion and vote on such proposed transaction or arrangement.
2. The Chairperson of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board shall determine whether IRIS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in IRIS's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

E. *Violations of Conflict of Interest Policy*

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible personal financial conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person failed to properly disclose, it shall take appropriate action with respect to the director's service on the Board and any IRIS committees and may report the matter to the person's employing institution.

XIII. Amendments to the Charter and Bylaws

The Steering Committee described in the Charter will adopt these initial Bylaws.

These bylaws may be adopted, amended or repealed by the vote of the two-thirds (2/3) of the members of the Board of Directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations for them, is given in accordance with these bylaws.

Any Member Institution may propose an amendment to the Charter and Bylaws by drafting a petition signed by at least one-third (1/3) of the designated Member Representatives. Amendments may also be proposed by a simple majority of the Executive Committee. Proposals to amend the Charter and Bylaws submitted no later than sixty (60) days before the next scheduled Annual Meeting shall be deliberated at the Annual Meeting of the Member Representatives.