

BYLAWS
of the
SOCIETY of RESEARCH
ADMINISTRATORS
INTERNATIONAL

ARTICLE I
NAME

1.1 Name

The name of the organization shall be the Society of Research Administrators International, hereafter also referred to as "SRA," "SRAI," "SRA International," or "the Society."

ARTICLE II
PURPOSES

2.1 Purposes

The Society shall fulfill its vision and mission as defined by the Strategic Plan of the Society by means of the following purposes:

2.11 The education of research administrators, professionals in related fields, and the public through the exchange of information, individual contacts, professional presentations, formal and informal meetings and publications.

2.12 The improvement of communications among researchers, host institutions and organizations, the sponsors of research, research administrators, and the general public.

ARTICLE III MEMBERSHIP

3.1 Eligibility

Membership is open to individuals, institutions and organizations that are active, or have an interest, in the profession of research administration at any level and within any sector of the research community. There shall be no discrimination on the basis of gender, race, creed, color, personal orientation, disability, age or national origin.

3.2 Term

Following acceptance, membership will begin and continue with the payment of dues.

3.3 Categories

Categories of membership shall be of two types: voting and non-voting.

3.31 Voting – Voting Members also are identified as Full Members.

3.311 Full membership is open to individuals who are eligible for Membership in SRA International regardless whether the dues are paid by the individual or by the individual's institution.

3.312 *Emeritus* – This category shall be open to persons who have retired from positions in the profession.

3.313 *Charter* – This category shall be open to individuals present at the founding meeting of SRA at the University of Massachusetts, Amherst, Massachusetts, June 24, 1967.

3.32 Non-voting – Non-voting Members are interested in research administration, but may or may not be active as research administrators. The non-voting categories are:

3.321 *Affiliate* – An Affiliate Member shall be an individual who receives reduced member benefits for a reduced membership fee. The dues may be paid by the individual or the individual's institution.

3.322 *Student* – A Student Member shall be a person engaged in full time academic studies and who has an interest in research administration.

3.323 *Honorary* – A Honorary Member shall be an individual designated for honorary membership by the Board of Directors.

ARTICLE IV OFFICERS

4.1 Officers

The officers of the Society shall be the President, President Elect, Immediate Past President, Secretary and Treasurer.

4.2 Duties

The duties of the SRA officers are those normally associated with each office and shall be defined in SRA Policies.

4.3 Term of Office

4.31 *President, President Elect and Immediate Past President.* The term of office for the President and the Immediate Past President shall be two years. The term of President Elect shall be one year, commencing at the close of the Annual Business Meeting at which their election is announced and terminating at the close of the following Annual Business Meeting.

4.32 *Secretary and Treasurer.* The term of office of the Secretary and Treasurer shall be for two years, commencing at the close of the Annual Business Meeting at which the election is announced and terminating at the close of the second succeeding Annual Business Meeting.

4.4 Vacancies

Officer vacancies shall be filled as follows.

4.41 *President.* If a vacancy occurs in the President's office, the President Elect shall complete the remainder of the President's term. Upon the expiration of the vacant President's term, the President Elect shall become President for the regular term of office. If the office of President Elect is vacant, the Board of Directors shall appoint an Interim President from its members to serve until a President Elect is elected.

4.42 *President Elect.* In the case of such a vacancy occurring before the President Elect assumes the office of President, the Nominations Committee shall slate candidates for the offices of President and President Elect for the next annual election of officers.

4.43 *Dual Vacancies.* In the event both the President and President Elect positions should become vacant, the Board of Directors shall appoint members to fill these two positions for the remainder of the terms. Unless subsequently elected, these appointees do not continue in these offices beyond the terms for which they were appointed. The Nominations Committee shall slate candidates for the offices of President and President Elect for the next annual election of officers.

4.44 *Secretary and Treasurer.* A vacancy in either the position of Secretary or the position of Treasurer shall be filled by appointment by the Board of Directors.

ARTICLE V ELECTION OF OFFICERS

5.1 Nominations

The Nominations Committee is responsible for securing nominees for offices and supervising the election process. The Nominations Committee shall nominate candidate(s) and verify such candidates' willingness to serve. All nominees to SRA offices shall be SRA Voting Members in good standing.

5.2 Nomination by Petition

Nominations, other than from the Nominations Committee, may be made by petition.

5.21 *Petition.* The nominating petition shall be received by the Chair of the Nominations Committee at least one hundred twenty (120) days prior to the start of the Annual Business Meeting.

5.22 *Signatures.* The nominating petition shall be signed by at least ten (10) members of the Society.

5.23 *Willingness to Serve.* Each individual nominated by petition shall indicate in writing to the Chair of the Nominations Committee such individual's willingness to serve.

5.3 Process and Time Schedule

The process for nominations and elections is prescribed as follows.

5.31 *Announcement.* The request for officer nominees shall be made to the membership at least one hundred and fifty (150) days prior to the start of the Annual Business Meeting. The announcement shall notify members of their right to submit nominations by petition.

5.32 *Distribution.* The Nominations Committee shall distribute the names of all nominees including those received by petition to all members eligible to vote at least ninety (90) days prior to the Annual Business Meeting.

5.33 *Voting Deadline.* To be valid, all votes shall be received by the Society at least sixty (60) days prior to the Annual Business Meeting.

5.34 *Tabulating Results.* The Chair of the Nominations Committee in collaboration with two headquarters staff shall be responsible for verifying, documenting and reporting the election results to the Board of Directors.

5.35 *Reporting Results.* The President of the Society shall notify all candidates of the results of the election at least thirty (30) days prior to the Annual Business Meeting. The members of the Society shall be notified of the election results not later than the date of the Annual

Business Meeting.

5.36 *Tie Votes*. In case of a tie vote, the selection of the winning candidate shall be made by the Board of Directors by means of a secret ballot.

5.37 *Retention of Election Records*. All votes shall be available for audit by any SRA member for at least thirty (30) days following the Annual Business Meeting. Thereafter, the records shall be destroyed.

ARTICLE VI BOARD OF DIRECTORS

6.1 Authority and Responsibilities

The Board of Directors shall be the governing body of the Society and shall promote its mission, determine its Policies, and direct and control the affairs of the Society.

6.2 Composition of the Board

6.21 The Board of Directors shall be comprised of six members elected at-large, plus the elected officers of the Society.

6.22 The President of the Society may appoint non-voting members to the Board with agreement by a quorum of the voting Board members.

6.3 Elections, Replacement and Removal of Directors

6.31 Directors-at-large shall serve staggered terms of three (3) years each. One third of the Directors shall be elected each year under the terms of Article 5.3 above. Directors-at-large may not serve more than two (2) consecutive terms.

6.32 Vacancies. Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among members of the Society, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next general meeting of the members at which the Directors are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. Directors who are selected by the Board or elected by the members to fill a vacant position shall serve for the remainder of the term of the Director who they are replacing.

6.33 If in the opinion of the Board a Director is not acting in the best interests of the Society, the President or any two members of the Board may call an extraordinary meeting of the Board to determine whether or not the member concerned shall be dismissed from the Board. Any Board Member missing three (3) consecutive meetings of the Board without notice of intent to be absent, may, in the discretion of the Board, be removed from the Board.

6.34 The members of the Society may, by resolution passed by at least two-thirds of the votes cast at an Annual Business Meeting, remove any Director before the expiration of her/his term of office. Notice specifying the intent to pass such resolution shall be served by the Society to all members upon the request of any member at least 60 days prior to the Annual Business Meeting, so long as such request is accompanied by the signed petitions of at least one hundred members supporting such a resolution. Any vacancy created shall be filled as set forth in 6.32, above.

6.35 No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting or any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

6.4 Term

All terms of members of the Board of Directors shall commence at the end of the Annual Business Meeting or when appointed to the Board.

6.5 Board Chair

The President of SRA shall be the Chair of the Board of Directors. The Board may designate another voting Board member as Chair of a specific meeting in the absence of the President.

6.6 Annual Meeting

There shall be an annual meeting of the Board of Directors in conjunction with the Annual Business Meeting of the Society.

6.7 Other Meetings

6.71 Other meetings of the Board of Directors may be called by the President or by petition to the President by at least one-third of the members of the Board of Directors. A meeting by petition shall be held within thirty (30) days of the receipt of the petition.

6.72 Notice of such meetings shall be communicated to each Director not less than 48 hours before the meetings are to take place. The declaration of the Secretary or Chair that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Directors may consider or transact any business either special or general at any meeting of the Board.

6.73 No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, but any objection by a Board member who was not in attendance at any meeting shall be sufficient to require the Board to reconsider any motions considered at the meeting for which proper notice was not given. All Directors attending a meeting without objection to the failure to give proper notice shall be deemed to waive notice. Any Director may also specifically waive notice in connection with any such meetings.

6.8 Quorum

A quorum of the Board of Directors shall be a majority of the voting members.

6.9 Approval of Motions

Approval of actions of the Board of Directors requires a majority of members present and voting.

ARTICLE VII SECTIONS, PROFESSIONAL DIVISIONS, CHAPTERS AND INTEREST GROUPS

7.1 Subgroups

The Society may organize subgroups of members in order to enhance the achievement of the mission and purposes. These subgroups and their purposes are described as follows.

7.11 Sections. Sections consist of those members whose research administration activities are in a specific geographic area. Since each Section is a microcosm of the Society, the Sections are the basic units of the Society that relate members to programs and activities. The organization, policies, and governance of the Sections are prescribed in the Section Bylaws and the SRA Policies.

7.111 Chapters. Chapters are smaller organizations generally located within the geographic area of Sections. Chapters provide more frequent opportunities for members to participate in activities related to research administration. The organization, policies and governance of the Chapters is prescribed in the Chapter Bylaws and the SRA Policies.

7.12 Professional Divisions. The Professional Divisions of the Society consist of members with a common area of interest within the field of research administration and enrich the Society's ability to conduct programs for research administrators with specific professional responsibilities and interests. In addition, the Professional Divisions shall enhance the various programmatic and educational activities of the Society to meet the needs of the members of the Professional Divisions. The organization, policies and governance of the Professional Divisions are prescribed in the SRA Policies.

7.121 Interest Groups. Interest Groups consist of members with common areas of training or interest within the general field of research administration and may be formed under the auspices of a Division, with the approval of the Board of Directors.

7.13 Other subgroups may, from time to time, be created by the Board in order to advance and enhance the mission of the Society.

7.2 Responsibility

All subgroups of the Society, unless otherwise noted in the SRA Policies, are responsible to the Society and shall follow the Bylaws and other governing policies.

7.3 Dissolution

A subgroup of the Society may be dissolved by the Board of Directors after a notice has been served at least sixty (60) days before the date set in the notice for dissolution. Upon the request of at least two persons, a hearing before the Board of Directors shall be conducted at which any interested person may provide evidence and argument as to why any subgroup should not be dissolved. The Board thereafter shall vote on the request to retain the subgroup and that determination shall be final. Upon dissolution of a subgroup any separately-held assets revert to the Society.

ARTICLE VIII COMMITTEES

8.1 Roles and Responsibility

The committees of the Society organize and utilize the expertise of members to carry out the mission and purposes of the Society. Standing and special committees are responsible to the Board of Directors. Ad hoc committees and task forces are responsible to the President.

8.2 Standing Committees

Standing committees address areas that are basic to governance and member rights and provide continuous observation and service within the purview of the individual committee's assigned area. The standing committees and their basic responsibilities are described below.

8.21 *Executive Committee.* The Executive Committee is comprised of the officers of the Society and one other member of the Board of Directors who shall be elected at the first meeting of the Board of Directors following the Annual Business Meeting.

8.211 The Executive Committee is responsible for managing the affairs of the Society between meetings of the Board of Directors.

8.212 All actions of the Executive Committee shall be reported to the Board of Directors at the next meeting of the Board for approval.

8.22 *Bylaws Committee.* The Bylaws Committee receives or prepares all proposed Bylaw amendments and, after review and possible revision, makes recommendations to the Board of Directors regarding the proposed amendments.

8.23 *Development and Finance Committee.* The Development and Finance Committee establishes guidelines for budget and financial reporting, monitors the financial affairs of the Society, seeks new sources of revenue and makes recommendations on other financial matters as directed by the Board of Directors.

8.24 *Nominations Committee.* The Nominations Committee is responsible for supervising the nominating process and the election of officers as provided in Article V.

8.25 *Membership Committee.* The Membership Committee is responsible for reviewing membership criteria and benefits, developing and recommending programs for the recruitment and retention of members, maintaining close liaison with the Sections, Chapters and Divisions in relation to their membership programs, and ensuring that statistical data and information on membership are maintained by the Society.

8.3 Special Committees

Special Committees shall be established by the Board of Directors to address needs in specific program areas.

8.4 Ad Hoc Committees and Task Forces

Ad Hoc Committees and Task Forces are responsible for undertaking a specific project with a time limit for completion.

8.41 These temporary groups shall be appointed by the President and shall be dissolved at the termination of the project or at an earlier date as determined by the President.

8.42 Actions of ad hoc committees and task forces shall be reported by the President to the Board of Directors, as prescribed by the Board.

8.5 Committee Administration

The names, responsibilities, membership, composition, terms and method of appointment of all SRA committees and task forces are prescribed in the SRA Policies.

8.6 Changes and Dissolution

Changes in the name, responsibilities or the dissolution of standing committees shall be done by an amendment of the Bylaws. Changes in the name, responsibilities or the dissolution of special committees shall be done by a majority vote of the Board of Directors. Changes of the name, responsibilities or dissolution of ad hoc committees and task forces shall be done by the President of the Society.

ARTICLE IX MEETINGS

9.1 Annual Business Meeting

There shall be an Annual Business Meeting of the Society with the time and location determined by the Board of Directors. The membership shall be notified of the date, time and location of the Annual Business Meeting at least thirty (30) days before the meeting.

9.2 Other Meetings

There may be other meetings of the Society as prescribed by the Board of Directors.

ARTICLE X THE EXECUTIVE OFFICE

10.1 Authority and Location

The Board of Directors shall establish an Executive Office. The location of the Executive Office shall be determined by the Board of Directors.

10.2 Responsibilities

The Executive Office shall be the administrative center of the Society and responsible for managing its ongoing activities as directed by the Board of Directors. The Executive Office shall be the official mailing address for the Society and maintain the files, business records and the accounts of the Society.

10.3 Supervision and Review.

The Board of Directors shall be responsible for the general supervision and continuing review of the Executive Office.

ARTICLE XI FINANCES

11.1 Non-profit

The Society shall be a non-profit organization.

11.2 Dissolution

Should the Society dissolve, either by formal action or default, all assets shall be distributed to one or more non-profit organizations as directed by the Board of Directors.

11.3 Financial Management

The Society shall follow recognized financial systems and accounting practices in managing its fiscal affairs.

11.4 Fiscal Year

The fiscal year of the Society shall be determined by the Board of Directors.

11.5 Fiscal Report

The Treasurer of the Society shall report on the current financial position of the Society at the Annual Business Meeting.

ARTICLE XII MEMBERSHIP DUES

12.1 Payment

Dues shall be paid annually, as prescribed in the SRA Policies.

12.2 Amount

12.21 The Board of Directors shall set the amount of dues for Voting Members and may raise the amount of such dues up to 10% in a fiscal year without approval of the membership. Approval of more than 10% in a fiscal year requires approval from a majority of the members present and voting at the Annual Business Meeting.

12.22 The Board of Directors shall set the amount of dues for Non-voting Members.

ARTICLE XIII AMENDMENTS

13.1 Proposed Amendments

Any Voting Member may propose amendments to the Bylaws. Proposed amendments shall be submitted to the Bylaws Committee at least sixty (60) days prior to the Annual Business Meeting.

13.2 Review and Recommendations

The Bylaws Committee shall review all proposed amendments and forward them with recommendations to the Board of Directors.

13.3 Board Action

The Board of Directors, after considering the recommendations of the Bylaws Committee, shall make a recommendation on each proposed amendment to the membership at least thirty (30) days before the Annual Business Meeting.

13.4 Approval

Amendments are adopted when approved by two-thirds of the members voting at the Annual Business Meeting.

ARTICLE XIV ADOPTION

14.1 Adoption

These Bylaws were adopted by approval by two-thirds of the members present and voting at the Annual Business Meeting in St. Louis, Missouri on October 25, 2000. These Bylaws supersede all earlier bylaws and amendments.

Amended at the Annual Business Meeting in Milwaukee, Wisconsin on October 19, 2005.

Amended at the Annual Business Meeting in National Harbor, Maryland on October 12, 2008.

Amended at the Annual Business Meeting in Kissimmee, Florida on October 2, 2012.

Amended at the Annual business Meeting in Coronado Island, California on October 21, 2014

I certify these to be a true and correct copy of the Bylaws of the Society of Research Administrators International as of October 21, 2014

Bruce Steinert
Secretary