

BY-LAWS
SOCIEDAD DE ADMINISTRADORES DE INVESTIGACIÓN
DE PUERTO RICO, INC. (SAI)

ARTICLE I: NAME

The name of the organization is *Sociedad de Administradores de Investigación de Puerto Rico, Inc.* also denominated as SAI hereafter.

ARTICLE II: VISION AND MISSION

Section 2.1. Vision

To be a proactive organization that influences dedicated professionals who work in the development and administration of externally sponsored projects through the provision of continuing education and professional development to research administrators.

Section 2.2. Mission

To promote the support of social and institutional needs in Puerto Rico by developing provisions and procedures for ongoing training and the administration of sponsored resources.

ARTICLE III: REGISTRATION

Section 3.1. Membership

A person becomes eligible for membership if he or she works or has an interest in the profession of research administration or sponsored resources, at all levels, within any sector of the community. SAI will not discriminate on the basis of political affiliation, sex, race, creed, color, sexual orientation, disability, age or national origin.

Section 3.2. Term

Membership in SAI will initiate and will continue with the payment of the membership fee, making the person a member if the payment was received sixty (60) days before the Annual Assembly. Membership will expire by the end of the next Annual Assembly. Individuals that pay their membership after the term will become active partners of SAI the day after the Annual Assembly.

Section 3.3. Members Responsibilities

Each person (individual) interested in enrolling as a member of SAI will complete an application for said purpose. Each member will commit to comply with SAI by-laws and with the Code of Conduct promulgated by SRA International. Each active member will have the right to participate and vote in SAI's decision making process.

ARTICLE IV: MEMBER ASSEMBLY**Section 4.1. Assemblies**

The Assembly will be constituted by all SAI members present. Each Assembly duly constituted will be sovereign over any action or determination of SAI.

Section 4.2. Establishment of Quorum

The quorum of each assembly will be constituted by a simple majority (half the members plus one) of the total enrollment of active members present at the Assembly. If quorum is not established after half (1/2) an hour of the scheduled time, the Assembly will not proceed with its agenda, then quorum will be constituted with at least 20% of the total active members. If no quorum is established, the Board of Directors will convoke a new Assembly.

Section 4.3. Annual Assembly

This is the annual meeting of the organization required by law. The SAI Annual Assembly will be held between the months of August and October of each year. The order of business, at a minimum, will consist of the following:

- (a) Call to order and quorum establishment
- (b) Approval of the minutes of the previous Annual Assembly
- (c) Submission and approval of the agenda of the Assembly
- (d) President's report
- (e) Treasurer's report
- (f) Secretary's report

- (g) Reports of the Permanent and Ad Hoc committees
- (h) Pending issues
- (i) New issues/matters
- (j) Closing motion and end of Assembly

Section 4.4. Extraordinary Assembly

Any Assembly convened by the Board of Directors, which does not constitute the Annual Assembly, to discuss important issues of interest to SAI.

Section 4.5 Announcements

The Board of Directors will convoke all members to an Annual or Extraordinary Assembly, in writing or by e-mail, at least 15 days prior to the date of any assembly.

ARTICLE V: Officers of the Board of Directors

Section 5.1. SAI Officers

The Officers of the Board of Directors will be composed of the President, the President Elect, the Past President, the Treasurer and the Secretary. All Officers must be members of SAI.

Section 5.2. Officer Responsibilities

The responsibilities of each Officer of the Board of Directors are those normally associated with each position.

5.2.1. President – is the principal SAI elected officer and also its official spokesperson. This Officer can delegate the responsibilities of spokesperson through express instructions to the person who best represents the position of SAI, as deemed needed. Among the responsibilities of this officer are:

- a. Preside all the Board of Directors and the Executive Committee meetings and the Assembly.
- b. Perform other roles, responsibilities and functions that the Board of Directors can entrust.

- c. Represent SAI in public forums and, alternatively, designate other persons who can represent him/her.
- d. Appoint a President for each committee, considering first, members of the Board of Directors, unless the by-laws state otherwise. The President by virtue of his or her position will be an *ex officio* member of every committee, except for the Nominations Committee.
- e. Submit monthly reports at regular meetings of the Board of Directors.
- f. Submit, during the Annual Assembly, a written report to all SAI members, which is a detailed annual report during the year of his or her incumbency.
- g. Work in collaboration with entities and other leaders involved in the mission of the organization.
- h. Report to the Board of Directors any arrangement/paperwork required by his or her position.

5.2.2. President Elect – The President Elect will serve as President of SAI the subsequent year following his/her election. He or She will take over as Acting President, if the President for any reason cannot fulfill his/her duties. The President Elect will submit to the Board of Directors 90 days before the Annual Assembly a Work Plan, for approval, explaining his or her projected goals and objectives. This Work Plan should be based on SAI's Strategic Plan. This official will preside the Education Committee.

5.2.3. Past President – will cooperate with the President in every initiative that the President assigns. This person will substitute the President Elected, temporarily, when the President Elect is unavailable to perform his/her duties.

5.2.4. Treasurer – will be responsible for the coordination of the fiscal resources of SAI. He or she will oversee the effective use of resources and budget control, taking into consideration the operational budget approved by the Board of Directors. The Treasurer will be responsible of submitting monthly reports to the Board of Directors. During the Annual Assembly, this officer will submit a written report to all active members detailing

the current financial situation of the organization. In addition, this person will be in contact with the SAI's accountant.

5.2.5. Secretary – will accurately write all meeting minutes of the Executive Committee, the Board of Directors, and active members' meetings and will certify all the minutes and official documents. This officer will maintain the official files of the organization. During the Annual Assembly, this officer will submit a written report to all active members detailing the work performed during the year.

Section 5.3. Terms of Incumbency

5.3.1 President Elect, President, Past President. The term of each officer will be one year. The President Elect will begin his or her duties as President twelve (12) months after his or her election in the Annual Assembly.

5.3.2. Secretary and Treasurer. The terms of these positions will be two years after their election in the Annual Assembly.

Section 5.4. Vacancies.

5.4.1. President. If this position becomes vacant, the President Elect will finish the term of the President and also act as President Elect. Afterwards, the President Elect will complete his or her originally corresponding appointment.

5.4.2. President Elect. If this position becomes vacant, the Secretary will inform the President of Nominations Committee by letter or email. The Board of Directors will appoint a substitute within 30 calendar days until the next Annual Assembly. The Nominations Committee will be in charge of announcing the vacancy for this position to initiate the election process within 90 calendar days before the Annual Assembly.

5.4.3. President and President Elect. If both positions become vacant, the Secretary will inform, by letter or email, the Past President and will coordinate an extraordinary meeting of the Board of Directors. At the extraordinary meeting, the Board of Directors will convoke an Extraordinary Assembly for the election of both positions.

5.4.4. Treasurer or Secretary. A vacancy in either position will be filled by the Board of Directors. The Board will appoint a substitute(s) within 30 calendar days. Both officials will serve these positions until the Annual Assembly convenes. The Nominations Committee will have the responsibility of announcing candidates to these positions for the next elections 90 days before the Annual Assembly.

Section 5.5. Election of Officers

5.5.1. The Nominations Committee, selected according to the procedure established in the by-laws, will nominate at least one member for the positions of President Elect (annually), Secretary, and Treasurer (biannually).

5.5.2. The Nominations Committee will inform all members by email and through the SAI web portal www.saipr.org, which elections will take place, at least within 90 calendar days before the SAI Annual Assembly.

5.5.3. The President of the Nominations Committee will receive nominations by letter or email through the web portal www.saipr.org, sixty (60) calendar days before the Annual Assembly. Only members will have the right to submit nominations.

5.5.4. The nominees will inform the President of the Nominations Committee, by letter or email, that they accept the nomination to the corresponding position.

5.5.5. The President of the Nominations Committee will notify, in writing or by email, within at least thirty (30) days of the SAI Annual Assembly the commencement of the

voting period. Furthermore, he/she will provide the instructions to all members on how to complete the process.

5.5.6. The Nominations Committee will be responsible for validating votes obtained in writing or through the SAI web portal. To do this, the Committee will be assisted by a member of the Executive Committee; or of the Nominations Committee; or of the SAI web page Administrator (if it is an electronic vote).

5.5.7. Once the date for voting has been complied with, votes will proceed to be accounted for.

5.5.8. The results will be informed to the Board of Directors at any moment after all votes have been accounted for and will be informed to members during the SAI Annual Assembly.

5.5.9. In the event of a tie, the selection will be made by the Board of Directors through a secret vote.

5.5.10. All voting documents will be available for revision of SAI members and will be saved for thirty (30) calendar days after the Annual Assembly has been closed, after which they may be destroyed.

5.5.11. In the eventuality that the Assembly determines that the voting process did not comply with that established in the SAI By-laws, the Assembly has the power to annul the process or to perform a voting process during the Annual Assembly. If the process is annulled and it is determined that a voting process will not be performed during the Assembly, the existing Officers of the Board of Directors will continue for another year, or until the nomination and voting processes are completed as established by the by-laws.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1. Authority and Responsibilities

The Board of Directors is the governing body of SAI. It will be responsible of promoting the vision and mission of SAI, as well as policies and procedures that it will be governed by. The Board will meet at least once every two (2) months.

Section 6.2. Composition

The Board of Directors will be composed of the Elected Officers, Past President and the Presidents of SAI Permanent Committees, as defined in the by-laws.

Section 6.3. Board Ordinary Meetings

The Board ordinary meetings will be cited by SAI's secretary in writing, by regular or electronic mail as convened by the President.

Section 6.4. Board Extraordinary Meetings

The Board extraordinary meetings will be cited by SAI's secretary in writing, by regular or electronic mail as convened by the President or simple majority of the Board of Directors. Only issues included in the call will be discussed in the meeting.

Section 6.5. Constituent Meeting of the Board

A constituent meeting of transition of the Board of Directors will be held no later than thirty (30) calendar days after the SAI Annual Assembly. The former President will convoke former members of the Board of Directors and incoming members of the Board of Directors. At this meeting, the former Board of Director members will relinquish all SAI official documentation to incoming members of the Board of Directors, and will inform in writing of any pending subject matter. Furthermore, the incoming members of the Board of Directors will receive an orientation on their responsibilities.

Section 6.6. Quorum. The SAI Board of Director's quorum for ordinary and extraordinary meetings will be established with simple majority. After half an hour of calling for order, if there

is no quorum the meeting will become an informative one. During an ordinary or extraordinary meeting quorum must be established for a vote to be valid.

Section 6.7. Removing Members of the Board of Directors

The Board of Directors, upon determining that a member of the Board is not responding to the best interests of SAI, the President or any two (2) members of the Board may, during a meeting of the Board of Directors, present evidence of non-compliance and a motion to remove from the subject position. The Board of Directors will determine in an official meeting if the referenced Director will removed from his/her position. Any member of the Board of Directors that is absent in three (3) consecutive meetings of the Board of Directors, without a justified written notification, can, at the discretion of the Board of Directors, be removed from his/her responsibilities. Any member of the Board of Directors that does not present his/her proposed work plan for approval of the Board of Directors, as established in these by-laws, can be removed from his/her position by the Board of Directors during an ordinary meeting. Any member of the Board of Directors that does not perform satisfactorily as established in the work plan approved by the Board of Directors in fulfilment of his/her position can be removed from said position by the Board of Directors in an ordinary meeting. The Board of Directors can remove a Director from his/her position through a vote, in a duly convened meeting with two thirds (2/3) of the members present.

ARTICLE VII: COMMITTEES

Section 7.1. Types of Committees

There will be two types of committees: Permanent and *Ad Hoc* committees. The Permanent Committees are those named in Article VII, Sections 7.3 through 7.8. *Ad Hoc* Committees will be designated by the Board of Directors, as needed and are not subject to compliance with Article VII, Section 7.2 of the by-laws.

Section 7.2. General

Each committee will have a President designated by the President of the Board of Directors during his/her incumbency. The President of a Committee will serve for a period of twelve (12) months. After said term expires, they may be candidates for designation as President of the same

committee, upon completing their obligations satisfactorily, by the incumbent President of the Board of Directors. This is not subject to a waiting period; and in no case may a person serve as President of a committee for more than three (3) consecutive years. The President of a committee will select the members of said committee. Diversity in the representation of the membership will be encouraged in all committees, being the participation in the work of said committees a means to develop and identify potential future leaders in SAI. Each Committee will be responsible of preparing and submitting in writing, for the approval of the SAI Board of Directors, a work plan no later than the second ordinary meeting of the Board of Directors after the Annual Assembly. Furthermore, each committee must present a written report of work performed during regular meetings of the Board of directors and an Annual Report during the SAI Annual Assembly.

Section 7.3. Executive Committee

It will be constituted by the Officers of the Board of Directors of SAI, being the only ones with the power of voice and vote in the meetings of said committee. The Committee will be presided by the SAI President. It will also be responsible of SAI routine work taking into consideration the recommendations of the Board of Directors. All actions taken by said Committee must be informed in the next meeting of the Board of Directors. It will also be responsible of planning and executing the SAI Annual Assembly.

Section 7.4. Membership and Nominations Committee

It will be constituted by a President and at least to members. This Committee will be responsible for establishing strategies and encouraging the recruitment of new members, as well as the retention of existing members. Also, will be responsible of the articulation of the annual SAI nominations and elections processes, as established in the by-laws.

Section 7.5. By-Laws Committee

It will be constituted by a President and at least two members. This Committee will be responsible of submitting recommendations to the Board of Directors concerning any proposed amendments to the effective SAI by-laws and will present at the SAI Annual Assembly any amendments endorsed by the Board for their ratification.

Section 7.6. Professional Education Committee

The President of the Committee will be the President Elect, and will be constituted by at least two additional members. This Committee will propose to the Board of Directors the program content associated with the semi-annual or annual conferences, or any other educational activity promoted by SAI, identify and recommend to the Board of Directors for approval the locations of said activities, coordinate activity logistics and assure that the activities will provide the quality and experiences to fulfill the needs of the SAI membership. This Committee will be responsible to submitting the content of educational activities for approval by the Board of Directors. The articulation of the annual conference as the key SAI professional educational activity is required during the year.

Section 7.7. Strategic Planning Committee

It will be constituted by one President and at least two members. The Committee will be responsible of preparing and submitting for the approval of the Board of Directors, a five (5) year Strategic Plan and any necessary updates, as required. The Plan will be presented during the SAI Annual Assembly for ratification. The Plan will include goals and objectives. The Committee will prepare the evaluation plan to determine SAI's Strategic Plan progress.

Section 7.8. Communications Committee

It will be constituted by one President and at least two members. This Committee will be responsible of disseminating information pertinent to SAI through all available media, including the administration of the SAI's web page in coordination with the committee's presidents and with the approval of the Board of Directors. The committee will recommend the Board of Directors to assign or contract a web page administrator.

ARTICLE VIII: FEES

The Board of Directors will establish the membership fee. Said fee can be increased up to a maximum of ten percent (10%) over the previous fiscal year fee, without the approval of SAI's active membership. Any increase over the 10% has to be presented to the members in an Annual Assembly for its approval.

ARTICLE IX: FINANCES

Section 9.1. Fiscal Year

The SAI fiscal year will end on July 31st of each year.

Section 9.2. Bank and Checking Account Signatures

The President, President Elect and Treasurer will register their signatures in SAI's bank account, and every check emitted shall bear two registered signatures. Any change in the registered signatures in SAI's bank account will be made within thirty (30) calendar days of assuming the role of directors.

ARTICLE X: CONFLICT OF INTERESTS

No member of the Board of Directors may contract or render services in favor of SAI in exchange for any type of concession, receive pay for work performed in favor of the organization, or receive any type of compensation, unless a waiver to said effect is duly approved by three fourths (3/4) members present on the Board of Directors. Any Director of the Board or Officer that has an interest in a contract or transaction presented by the Board of Directors for authorization, approval, or endorsement shall promptly disclose his/her interest to the Board of Directors prior to the Board taking action over said contract or transaction, and will abstain from participating in the deliberations to this effect by retiring from the meeting during the corresponding deliberation period. This information will be included in the Board of Directors meeting minutes.

ARTICLE XI: PARLIAMENTARY PROCEDURES

SAI will conduct its business in accordance with the most recent version of "Robert's Rules of Order, Newly Revised", for all parliamentary procedures to be followed during assemblies, Board of Directors, and any other meetings of SAI committees. These rules will also prevail in any of the functions of SAI officers and directors that have not been included in the by-laws.

ARTICLE XII: AMENDMENTS**Section 12.1. Proposed Amendments**

Any member may propose in writing amendments to the SAI By-laws. The proposed amendments shall be submitted to the By-laws Committee, at least sixty (60) calendar days prior to the Annual Assembly.

Section 12.2. Revision and Recommendations

The By-laws Committee will revise all proposed amendments and present its recommendations to the Board of Directors.

Section 12.3. Actions by the Board of Directors

The Board of Directors, after evaluating the recommendations made by the By-laws Committee, will make a recommendation on each proposed amendment and send in writing or by e-mail to all active members at least fifteen (15) calendar days prior to the Annual Assembly.

Section 12.4. Approval

The amendments will be incorporated into the by-laws once approved by two thirds (2/3) of the votes of the members in any duly convened SAI Assembly.

ARTICLE XIII: DISSOLUTION

In case the *Sociedad de Administradores de Investigación de Puerto Rico, Inc.* was to dissolve, all its assets will pass to the Commonwealth of Puerto Rico.

Approved on the first meeting of the *Sociedad de Administradores en Investigación de Puerto Rico, Inc.* in San Juan, on July 7, 1997.

Amendments adopted in San Juan, Puerto Rico, on June 12, 1998.

Amendments adopted in San Juan, Puerto Rico, on September 1, 2005.

Amendments adopted in San Juan, Puerto Rico, on September 3, 2010.

Amendments adopted in San Juan, Puerto Rico, on September 2, 2011.

Amendments adopted in San Juan, Puerto Rico, on August 31, 2012.

Amendments adopted in San Juan, Puerto Rico, on September 13, 2013.

Amendments adopted in San Juan, Puerto Rico, on September 9, 2016.