

**BY-LAWS OF
THE AUBURN UNIVERSITY
RESEARCH ADVISORY BOARD**
Modified on May 5, 2010 (Additionally Modified on April 4, 2013)

ARTICLE I – NAME

The name of this organization is:
THE AUBURN UNIVERSITY RESEARCH ADVISORY BOARD.

ARTICLE II – PURPOSE

The purpose of the Auburn University Research Advisory Board is to provide advice, support and representation to Auburn University in its research programs and plans to a broader constituency. The Board will be composed of members who have knowledge of and interest in the academic and research programs of Auburn University and who broadly represent research-intensive businesses, industries, and professions. The Auburn University Vice President for Research with advice from the Research Advisory Board shall establish specific missions and objectives to promote public relations, governmental relations, fund raising and enhance the research profile of the institution and its programs.

ARTICLE III – OFFICE

The office of the Board shall be located at Auburn University.

ARTICLE IV – MEMBERSHIP

Section 1. Number and term. The Auburn University Research Advisory Board shall be comprised of two classes of members: (a) voting members and (b) non-voting members (Auburn University President, Provost, Vice President for Research, Executive Director of the Auburn Research and Technology Foundation and Chancellor Auburn University Montgomery).

The full members of the Board shall consist of non-Auburn University representatives from each college or school, the Library, graduate school, Alabama Agricultural Experiment Station, Alabama Cooperative Extension Service, Auburn University Montgomery, and six members at large, plus the two immediate past Chairs of the Research Advisory Board. Members shall normally serve for three years and shall be appointed for staggered terms so that one-third of the terms shall expire each year, with the exception that the terms of Chair and Past Chair will be extended as required. Members shall be limited to two consecutive terms.

Section 2. Board Representation. In the selection of members, a concerted effort shall be made to obtain a diverse group of men and women with interests in a broad scope of disciplines and departmental interests in order that the research activities and capabilities of Auburn University may be advanced to the fullest degree. The Vice President for Research will issue a call for nominations to each unit eligible for membership no later than June first.

Section 3. Appointment of Members. Members shall be appointed by the President of Auburn University upon recommendation of the Vice President for Research.

Section 4. Term of Membership. Terms of membership shall begin on October 1 of each year.

Section 5. Vacancies. Any vacancy occurring in the membership and any membership to be filled by reason of an increase in the number of members shall be filled by appointment of the President of Auburn University upon recommendation by the Vice President for Research. A member appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor and shall be eligible to serve two additional terms if the unexpired term to which is appointed is less than two years.

Section 6. Dues. No dues shall be required. Members will be expected to give of their time and talent.

Section 7. Confidentiality Agreement. All Board members will be expected to sign a General Confidentiality Agreement – Exhibit 1.

ARTICLE V – MEETINGS OF MEMBERS

Section 1. Regular Meetings. Regular meetings of the members shall be held twice each year. One meeting shall be held during the first half of the calendar year, and one meeting shall be held during the second half of the calendar year. The dates of these meetings shall be set by the members at the preceding meeting, and if not set by the members, shall be set by the Chair of the Board.

Section 2. Special Meetings. Special meetings of the Board may be called by the President of Auburn University or by the Auburn University Vice President for Research.

Section 3. Place of Meeting. The Board may designate any place as the place for any meeting called by the Board. If no designation is made or if a special meeting is called other than by the Board, the place of meeting shall be at Auburn University or at Auburn University Montgomery, unless a majority of the members of the Board consent in writing to the holding of the meeting at some other designated place.

Section 4. Notice of Meeting. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered by email, or by mail, to each member, not less than two months before the meeting and a reminder sent ten days before the date of any meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. The authority calling the meeting has the duty to notify the Secretary, who has the duty to notify the members.

Section 5. Voting and Quorum. Each member, including the past Chair, shall have the right to vote and shall be counted for the purpose of determining a quorum. A quorum shall consist of a simple majority of the members of the Board. As dictated by the Chair, electronic voting will be made available for those absent.

Section 6. Attendance. Regular attendance at the Spring and Fall meetings is expected of each Board member. If a member misses two consecutive Board meetings, the member will be dropped from Board membership; however, the member can be reinstated by petitioning the Board with a commitment to attend future meetings.

ARTICLE VI – OFFICERS

Section 1. Officers. The officers of the Board shall be the Chair, the Vice-Chair, and the Secretary. The Board may elect such other officers as it shall deem desirable, with such duties and authority as the Board may prescribe.

Section 2. Election and Term of Office. The officers of the Board (except the Secretary) shall be elected by the Board for two year terms at the first regular meeting of the calendar year in even numbered years. The Executive Committee will recommend an individual to serve as Chair of the Board to the Vice President for Research. The election of officers shall be the last item on the regular agenda, and each new officer shall take office immediately and hold office until the same time at the first regular meeting of the following even numbered year, and thereafter until a successor has been elected and has taken office.

Section 3. Removal. Any officer elected by the Board may be removed from office by the Board, with or without cause, whenever in the judgment of the Board the best interests of the Board would be served.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Chair. The Chair shall preside at all meetings of the Board. The Chair shall also serve as *ex-officio* member of all committees of the Board and as Chair of the Executive Committee.

Section 6. Vice-Chair. In the absence of the Chair or in the event of an inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

Section 7. Secretary. The Secretary is not a member of the Board, but a staff member in the Office of the Vice President for Research. The Secretary shall keep the minutes of the meetings of the members in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these by-laws; be custodian of the records of the Board; keep a register of the addresses and contact information of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Chair of the Board.

ARTICLE VII – COMMITTEES

Section 1. Standing Committees. The current standing committee of the Board is the Executive Committee.

Section 2. Executive Committee. The Executive Committee shall consist of the Chair of the Board as Committee Chair, the Vice Chair, the immediate past Chair of the Board, the Chairs of the Special Committees and up to two other members of the Board to be selected by the Chair and to serve as members at large on the committee. The Auburn University Vice President for Research shall be a non-voting member. The committee shall act for the Board on those matters requiring attention between Board meetings. It shall investigate pertinent matters and prepare recommendations for the Board. A report of its activities shall be made to the Board for ratification at the next Board meeting.

Section 3. Special Committees. The Chair in conjunction with the Executive Committee may designate special committees and appoint their members. The Board may also, by motion, create special

committees, and may appoint the members of special committees so created, or may leave the appointment to the Chair of the Board. Additional members may be added to enhance the scope of a special committee from the community at large. These will not be considered as members of the Research Advisory Board.

Section 4. Voting and Quorum. A simple majority of the Committee membership shall constitute a quorum, and a simple majority of the quorum may act on any issues presented or pertaining to the Committee.

ARTICLE VIII – BOOKS AND RECORDS

The Board shall keep at its office minutes of its proceedings and a record of the names and addresses of its members.

ARTICLE IX – AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed. New by-laws may be adopted by a simple majority vote of the members of the Board at any regular or special meeting, if at least ten days' written notice is given of intention to alter, amend or repeal existing by-laws or to adopt new by-laws at such meeting.

ARTICLE X- ADOPTION OF BY-LAWS

These by-laws shall be effective immediately upon adoption by the Board and any prior by-laws shall be immediately repealed by the adoption of these by-laws.