

Draft Proposed Changes for 2021

BY-LAWS OF THE ASSOCIATION OF BIOMOLECULAR RESOURCE FACILITIES
(1997, 2000, 2006 and 2014 approved changes incorporated)

ARTICLE I

Purpose

SECTION 1. The ASSOCIATION OF BIOMOLECULAR RESOURCE FACILITIES has been organized for the following purposes:

- A. To promote and support resource facilities, research laboratories, and individual researchers regarding operation, research, and development in the areas of methods, techniques, and instrumentation relevant to the analysis and synthesis of biomolecules.
- B. To provide mechanisms for the self-evaluation and improvement of procedural and operational accuracy, precision, and efficiency in resource facilities and research laboratories.
- C. To provide a mechanism for the education of resource facility and research laboratory staff, users, administrators, and interested members of the scientific community.

ARTICLE II

Offices

SECTION 1. Registered Office. The registered office of ASSOCIATION OF BIOMOLECULAR RESOURCE FACILITIES (hereinafter called the Association) in the Commonwealth of Kentucky shall be in the City of Frankfort, County of Franklin, and the registered agent in charge thereof shall be Corporation Service Company.

SECTION 2. Other Offices. The Association may have such other offices in such places, either within or without the Commonwealth of Kentucky, as the Board of Directors (hereinafter called the Executive Board) may from time to time determine or the business of the Association may require.

ARTICLE III

Meetings of Members; Members' Consent in Lieu of a Meeting

SECTION 1. Annual Meetings. The annual meeting of the members for the election of Executive Board members and for the transaction of other such business as may properly come before the meeting shall be held each calendar year, at such place (within or without the Commonwealth of Kentucky), date and hour as shall be designated by the Executive Board in the notice thereof.

SECTION 2. Special Meetings. Special meetings of the members for any purpose may be called by the Board or the President to be held at such place (within or without the Commonwealth of Kentucky), date and hour as shall be designated in the notice thereof.

SECTION 3. Notice of Meetings. Except as otherwise expressly required by law, notice of each meeting of the members shall be given not less than 10 nor more than 60 days before the date of the meeting to each member entitled to vote at such meeting at the address thereof as it appears on the records of the Association. Every such notice shall state the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Except as provided in the immediately succeeding sentence or as otherwise expressly required by law, notice of any adjourned meeting of the members need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each Member entitled to vote at such adjourned meeting. A written waiver of notice, signed by a member entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a member in person or by proxy at a members' meeting shall constitute a waiver of notice to such member of such meeting, except when such member attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 4. Quorum. At each meeting of the members, except as otherwise expressly required by law, 50 members or 10% of the total membership, whichever is less, of the Association entitled to vote at the meeting shall be present or represented by proxy to constitute a quorum for the transaction of business. In the absence of a quorum at any such meeting or any adjournment or adjournments thereof, a majority in voting interest of those present in person or by proxy and entitled to vote thereat, or, in the absence therefrom of all the members, any officer entitled to preside at, or to act as secretary of, such meeting may adjourn such meeting from time to time until a number of members requisite for a quorum shall be present in person or by proxy. At any such adjourned meeting at which a quorum may be present, any business may be transacted that might have been transacted at the meeting as originally called.

SECTION 5. Order of Business. The order of business at each meeting of the members shall be determined by the chairman of such meeting, but such order of business may be changed by a majority of those present in person or by proxy at such meeting and entitled to vote thereat.

SECTION 6. Voting. Each member of the Association shall, at each meeting of the members, be entitled to one vote in person or by proxy, provided that such member was a member: (a) on the date fixed pursuant to the provisions of SECTION 5 of Article IX of these By-laws as the record date for the determination of members who shall be entitled to receive notice of and to vote at such meeting, or (b) if no record date shall have been

so fixed, then at the close of business on the day next preceding the day on which notice of the meeting shall be given or, if notice shall be waived, at the close of business on the day next preceding the day on which the meeting shall be held. All voting shall be by secret ballot. Any vote of a member of the Association may be given at any meeting of the members in person or by proxy appointed by an instrument in writing delivered to the President of the Association who shall tally the votes. The attendance at any meeting of a member who may theretofore have given a proxy shall not have the effect of revoking the same unless he shall in writing so notify the secretary of the meeting prior to the voting of the proxy. At all meetings of the members, all matters, except as otherwise provided by law or in these By-laws, shall be decided by the vote of a majority of the votes cast by members present in person or by proxy and entitled to vote thereat, a quorum being present.

SECTION 7. Action by Written Consent. Any action required or permitted to be taken by any annual or special meeting of the members may be taken without a meeting, without prior notice and without a vote if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members of the Association. The Secretary-Treasurer shall file such consent or consents with the minutes of members' meetings and shall give prompt notice (in the manner provided in SECTION 3 of this Article III) of the taking of any action without a meeting by less than unanimous written consent to those members who have not consented in writing. If no record date for determining the members entitled to express consent to action without a meeting is fixed by the Board, the record date therefor shall be the day on which the first written consent is received.

ARTICLE IV

Executive Board

SECTION 1. General Powers. The business and affairs of the Association shall be managed by or under the direction of the Executive Board.

SECTION 2. Number and Term of Office. The Executive Board of the Association shall consist of (*at least*) nine (9) persons. One Board member shall be selected by the leadership of the Association's regional Chapters. Board members are elected to serve a term of three (3) years, for a maximum of two (2) consecutive terms. Board members' terms will commence January 1st following the election and end December 31st three years hence.

SECTION 3. Qualification of Members of the Executive Board. Each member of the Executive Board shall be a Member of the Association as defined by these By-laws. members of the Executive Board shall not be employees of a vendor or an industrial supplier. No two members may be employed by the same resource facility or research laboratory. Each member of the Executive Board must have been a Member of the Association for at least three (3) years.

SECTION 4. Nomination of Members of the Executive Board. At least five (5) months and

not more than seven (7) months after each January 1, the President shall receive all nominations for members of the Executive Board to be elected at the subsequent annual meeting of the members. Nominations may be made by majority vote of a nominating committee appointed by the Executive Board. In addition, any Member may nominate a candidate for the Executive Board. All such nominations shall be in writing and shall be seconded in writing by a second member from a different resource facility or research laboratory. Each member may participate not more than once a year by nominating or by seconding a nomination. Each nominee shall be a Member and shall agree to serve if elected. If fewer than four (4) nominees have been named by members prior to any annual meeting, the Executive Board may nominate additional candidates such that an aggregate of up to four (4) nominees shall have been named prior to such annual meeting.

SECTION 5. Election. At each meeting of the members for the election of members of the Executive Board at which a quorum is present, the persons receiving the greatest number of votes, up to the number of members of the Executive Board to be elected, shall be the members of the Executive Board. Any ties shall be resolved by a majority of disinterested members of the Executive Board.

SECTION 6. Resignation, Removal and Vacancies. Any member of the Executive Board may resign at any time by giving written notice of his or her resignation to the President or the Secretary-Treasurer of the Association. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, then it shall take effect when accepted by action of the Executive Board. Except as aforesaid, the acceptance of such resignation shall not be necessary to make it effective. A member of the Executive Board may be removed, either with or without cause, at any time by a vote of a majority of the members. Any vacancy occurring on the Executive Board for any reason may be filled by a majority of the members of the Executive Board then in office, though less than a quorum, or by a sole remaining member of the Executive Board. The member of the Executive Board elected to fill such vacancy shall hold office for the unexpired term in respect of which such vacancy occurred.

SECTION 7. Meetings. (a) Annual Meetings. As soon as practicable after each annual election of members of the Executive Board, the Executive Board shall meet for the purpose of organization and the transaction of other business. (b) Regular Meetings. Regular meetings of the Executive Board shall be held at such times and places as the Executive Board shall from time to time determine. (c) Special Meetings. Special meetings of the Executive Board shall be held whenever called by the President or a majority of the members of the Executive Board at the time in office. Any and all business may be transacted at a special meeting that may be transacted at a regular meeting of the Executive Board. (d) Place of Meeting. The Executive Board may hold its meetings at such place or places within or without the Commonwealth of Kentucky as the Board may from time to time by resolution determine or as shall be designated in the respective notices or waivers of notice thereof. (e) Notice of Meetings. Notice of regular meetings of the Executive Board or of any adjourned meeting need not be given. Notices of special meetings of the Executive Board, or of any meeting of any committee of the Executive Board that has not been fixed in advance as to time and place by such committee, shall

be distributed by the Secretary-Treasurer to each member of the Executive Board or member of such committee, addressed to him or her at their residence or usual place of business, at least one day before the day on which such meeting is to be held, or shall be sent to him or her by telegraph, cable or other form of recorded communication or be delivered personally or by telephone not later than the day before the day on which such meeting is to be held. Such notice shall include the time and place of such meeting. Notice of any such meeting need not be given to any member of the Executive Board or member of any committee of the Executive Board, however, if waived by him or her in writing or other form of recorded communication, whether before or after such meeting shall be held, or if he or she shall be present at such meeting. (f) Quorum and Manner of Acting. Except as otherwise provided by law, the Certificate of Incorporation of the Association, or these By-laws, one-half of the total number of members of the Executive Board shall be present in person at any meeting of the Executive Board in order to constitute a quorum for the transaction of business at such meeting. In each case the vote of a majority of those members of the Executive Board present at any such meeting at which a quorum is present shall be necessary for the passage of any resolution or any act of the Executive Board, except as otherwise expressly required by law or these By-laws. In the absence of a quorum for any such meeting, a majority of the members of the Executive Board present thereat may adjourn such meeting from time to time until a quorum shall be present thereat. Each member of the Executive Board shall be entitled to cast one vote except that the member of the Executive Board who serves as the President shall be entitled to vote only to resolve ties. (g) Action by Communication Equipment. The members of the Executive Board, or the members of any committee of the Executive Board, may participate in a meeting of the Executive Board, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another, and such participation shall constitute presence in person at such meeting. (h) Action by Consent. Any action required or permitted to be taken at any meeting of the Executive Board, or of any committee thereof, may be taken without a meeting if all members of the Executive Board or committee, as the case may be, consent thereto in writing and such writing or writings are filed with the minutes of the proceedings of the Executive Board or such committee.

SECTION 8. Compensation. Members of the Executive Board, as such, shall not receive any stated salary for their services, but by resolution of the Executive Board may receive reimbursement for expenses incurred in performing the functions of a member of the Executive Board and member of any committee of the Executive Board. Nothing herein contained shall be construed so as to preclude any member of the Executive Board from serving the Association in any other capacity and receiving compensation therefor.

SECTION 9. Indemnification of members of the Executive Board and Officers. Each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was or has agreed to become a members of the Executive Board, officer or employee of the Association, or is or was serving or has agreed to serve at the request of the Association as a member of the

Executive Board, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, and expenses incurred in connection therewith may be advanced by the Association, all to the full extent and in the manner permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time. Similar indemnification may be provided by the Association to any person, not a member of the Executive Board, officer or employee, who has been or is a party or is threatened to be made a party to any such action, suit or proceeding by reason of the fact that he or she is or was or has agreed to become an agent of the Association or for its benefit as an agent of another corporation, partnership, joint venture, trust or other enterprise. Indemnification of, and advancement of expenses to, a member of the Executive Board, officer or employee of the Association or of another corporation, partnership, joint venture, trust or other enterprise (unless otherwise ordered by a court) shall be made by the Association unless a determination is made that indemnification of the member of the Executive Board, officer or employee is not proper in the circumstances because he or she has not met the applicable standard of conduct set forth in Section 145 of the General Association Law of the State of Delaware, as amended from time to time. Any indemnification of, and advancement of expenses to, an agent of the Association or of another corporation, partnership, joint venture, trust or other enterprise under this Section 7 of Article IV (unless otherwise ordered by a court) may be made by the Association unless a determination is made that indemnification of the agent is not proper in the circumstances because he or she has not met the applicable standard of conduct set forth in such Section 145. Any such determination shall be made (1) by the Executive Board by a majority vote of a quorum consisting of members of the Executive Board who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested members of the Executive Board so directs, by independent legal counsel in a written opinion, or (3) by the members. No such determination shall create any presumption in any action, suit or proceeding that any member of the Executive Board, officer, employee, or agent has not met the applicable standard of conduct. No termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall, of itself, create any presumption that any member of the Executive Board, officer, employee, or agent has not met the applicable standard of conduct. The foregoing indemnification provisions shall be deemed to be a contract between the Association and each member of the Executive Board officer and employee who serves in such capacity at any time while such provisions, as well as the relevant provisions of the General Corporation Law of the State of Delaware, are in effect, and any amendment or repeal thereof shall not affect any right or obligation then existing with respect to any state of facts then or previously existing or any action, suit or proceeding previously or thereafter brought or threatened based in whole or in part upon any such state of facts. Such contract right may not be modified retroactively without the consent of such member of the Executive Board, officer or employee, as the case may be. The indemnification provided by this Section 7 of Article IV shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of members or disinterested members of the Executive Board or

otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Executive Board, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such persons. Invalidation of any portion of this Section 7 of Article IV shall not affect the validity of any other portion hereof. The provisions of this Section 7 of Article IV may be amended, altered or repealed only by the members of the Association in the manner specified in clause (b) of Section 109 or permitted by clause (a) of Section 228 of the General Corporation Law of the State of Delaware, as amended from time to time.

ARTICLE V

Committees

SECTION 1. Subcommittees of the Executive Board. The Executive Board may, by resolution passed by a majority of the whole Executive Board, designate subcommittees of the Executive Board, each such subcommittee to consist of two or more members of the Executive Board and to have such duties and functions as shall be provided in such resolution. The Executive Board shall have the power to change the members of any such subcommittee at any time, to fill vacancies and to discharge any such subcommittee, either with or without cause, at any time.

SECTION 2. General Committees. The Executive Board may, by resolution passed by a majority of the whole Executive Board, designate committees of the Association, each such committee to consist of two or more Members and to have such duties and functions as shall be provided in such resolution. The Executive Board shall have the power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee, either with or without cause, at any time.

ARTICLE VI

Officers

SECTION 1. Election, Appointment and Term of Office. The officers of the Association shall be a presiding officer (herein called the President) and a financial officer (herein called the Secretary-Treasurer). The President and the Secretary-Treasurer shall be members of the Executive Board and shall be elected by the Executive Board at its annual meeting, and each such officer shall hold office until the next annual meeting of the Executive Board and until his or her successor is elected or until his or her earlier death or until his or her earlier resignation or removal in the manner hereinafter provided. The Board may elect or appoint such other officers as it deems necessary, including Vice Presidents and Assistant Secretaries. Each such officer shall have such authority and shall perform such duties as may be provided herein or as the Board may prescribe. If additional officers are elected or appointed during the year, each of them shall hold office until the next annual meeting of the Board at which officers are regularly elected or appointed and until his successor is elected or appointed or until his earlier death or until his earlier resignation or removal in the manner hereinafter provided.

SECTION 2. Resignation, Removal and Vacancies. Any officer may resign at any time by giving written notice to the President or the Secretary-Treasurer of the Association, and such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, then it shall take effect when accepted by action of the Executive Board. Except as aforesaid, the acceptance of such resignation shall not be necessary to make it effective. All officers and agents elected or appointed by the Executive Board shall be subject to removal at any time by the Executive Board, with or without cause. A vacancy in any office may be filled for the unexpired portion of the term in the same manner as provided for election or appointment to such office.

SECTION 3. Duties and Functions. (a) President. The President shall be a member of the Executive Board, shall be the chief executive officer of the Association and shall perform such duties and exercise such powers as are incident to the office of chief executive, and shall perform such other duties and exercise such other powers as may from time to time be prescribed by the Executive Board. (b) Vice Presidents. Each Vice President shall have such powers and duties as shall be prescribed by the Executive Board. (c) Secretary-Treasurer. The Secretary-Treasurer, who shall also be the chief financial officer, shall have charge and custody of, and be responsible for, all funds and securities of the Association and shall deposit all such funds to the credit of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-laws; he or she shall disburse the funds of the Association as may be ordered by the Executive Board, making proper vouchers for such disbursements, and shall render to the President or the Executive Board, whenever the President or the Executive Board may require, and shall present at all annual meetings of the members, a statement of all his or her transactions as Secretary-Treasurer; and, in general, he or she shall perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him or her by the Executive Board or the President. In addition, the Secretary-Treasurer shall keep the records of all meetings of the members and of the Executive Board and committees of the Executive Board. He or she shall affix the seal of the Association to all instruments requiring the corporate seal when the same shall have been signed on behalf of the Association by a duly authorized officer. The Secretary-Treasurer shall be the custodian of all contracts, deeds, documents and all other indicia of title to properties owned by the Association and of its other corporate records and in general shall perform all duties and have all powers incident to the office of Secretary-Treasurer. To such extent as the Executive Board shall deem proper, the duties of Secretary-Treasurer may be performed by one or more assistants, to be appointed by the Executive Board.

ARTICLE VII

Contracts, Checks, Drafts Bank Accounts, Proxies, etc.

SECTION 1. Execution of Documents. The President or any other officer, employee or agent of the Association designated by the Executive Board, or designated in accordance with corporate policy as approved by the Executive Board, shall have power to execute and deliver deeds, leases, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Association, and such power may be delegated (including power to redelegate) by written instrument to other officers, employees or agents of the Association.

SECTION 2. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association or otherwise in accordance with corporate policy as approved by the Executive Board. President or any other officer of the Association designated by the Executive Board shall have the authority (a) to appoint from time to time an agent or agents of the Association to exercise in the name and on behalf of the Association the powers and rights which the Association may have as the holder of stock or other securities in any other corporation, (b) to vote or consent in respect of such stock or securities and (c) to execute or cause to be executed in the name and on behalf of the Association and under its corporate seal, or otherwise, such written proxies, powers of attorney or other instruments as he or she may deem necessary or proper in order that the Association may exercise such powers and rights. The President or any such designated officer may instruct any person or persons appointed as aforesaid as to the manner of exercising such powers and rights.

ARTICLE VIII Books and Records

The books and records of the Association may be kept at such places within or without the Commonwealth of Kentucky as the Executive Board may from time to time determine.

ARTICLE IX

Membership

SECTION 1. Members. An individual or organization whose interests are in life sciences research that is impacted by resource facilities and who contributes the annual fees determined by the Executive Board to the Association shall be a "Member" as that term is used in these By-laws and in the General Corporation Law of the State of Delaware. The Executive Board of the Association shall make all decisions in their discretion regarding whether an individual or organization meets the requirements of a Member.

SECTION 2. Associates. A person who qualifies as an Associate and who contributes the annual fees determined by the Executive Board to the Association shall be an "Associate" as that term is used in these By-laws. A person shall qualify as an Associate if he or she

is an individual interested in participating in the Association. An individual who is not eligible to be a "Member" may be an Associate. An Associate shall not be a "Member" of the Association as that term is used in these By-laws and in the General Corporation Law of the State of Delaware.

SECTION 3. Sponsor. Any institution that does not qualify as a Biomolecular Resource Facility or Resource Laboratory that contributes the annual fees determined by the Executive Board to the Association shall be a "Sponsor" as that term is used in these By-laws. A Sponsor shall not be a "member" of the Association as that term is used in these By-laws or in the General Corporation Law of the State of Delaware.

SECTION 4. Fees. Fees for Members, Associates, and Sponsors shall be set by the Executive Board annually and shall be announced at least three (3) months before the end of the calendar year.

SECTION 5. Membership Year. The membership year and its starting date shall be determined by the Executive Board and shall be for a period of 12 contiguous months.

ARTICLE X

Seal

The Executive Board shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Association, and in figures the year of its incorporation.

ARTICLE XI

Fiscal Year

The fiscal year of the Association shall be the calendar year, or such other year as may be designated by resolution of the Executive Board.

ARTICLE XII

Amendments

Requests to amend or repeal these By-laws shall be made by petition to the Executive Board by twenty percent (20%) of the members. At their discretion, the Executive Board may also present proposals for amendment of these By-laws to the members. The Board shall submit such request to a vote either at a meeting of the members or for a written consent of the members within six (6) months of receipt. Provided at least 25% of the members return ballots, the amendments shall be made if approved by not fewer than three-fifths (3/5) of the members who vote.

CERTIFICATE OF SECRETARY-TREASURER

I hereby certify that I am the duly elected and acting Secretary-Treasurer of the Association of Biomolecular Resource Facilities, a Delaware non-stock corporation, and that the foregoing by-laws are the full, true, and correct By-laws as approved and adopted by the unanimous written consent of the Executive Board without a meeting on July 29, 1989 and as amended by a vote of the entire membership in August 1996, October 1997, October 2000, December 2006, April 2014, and March 2021.

IN WITNESS WHEREOF, I have subscribed my name on _____, .

Secretary-Treasurer