

**BY-LAWS OF THE ASSOCIATION OF BIOMOLECULAR RESOURCE FACILITIES**  
(1997, 2000, 2006, 2014, 2021, and 2024 approved changes incorporated)

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**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**

**Name and Offices**

SECTION 1. Name. The name of this Delaware not-for-profit corporation shall be the ASSOCIATION OF BIOMOLECULAR RESOURCE FACILITIES (the "Association")

SECTION 2. Registered Office. The Association shall maintain a registered office in the State of Delaware and at such office.

SECTION 3. Other Offices. The Association may have such other offices in such places, either within or without the State of Delaware, as the Board of Directors (the "Executive Board") may from time to time determine or the business of the Association may require.

**ARTICLE III**

**Membership**

SECTION 1. Members. An individual or organization whose interests are in shared research resources 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 Bylaws 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 Bylaws. 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 Bylaws 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 Bylaws. A Sponsor shall not be a "member" of the Association as that term is used in these Bylaws 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 IV**

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

SECTION 1. Annual Meetings. The annual meeting of the members 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 State of Delaware), 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 State of Delaware), 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 ten (10) nor more than sixty (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 thirty (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.

SECTION 4. Waiver of Notice. A written waiver of notice, signed by a member entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a member in person 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 5. Quorum. At each meeting of the members, except as otherwise expressly required by law, fifty (50) members or ten percent (10%) of the total membership, whichever is less, of the Association entitled to vote at the meeting shall 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 of those present in person 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. 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 6. 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 at such meeting and entitled to vote thereat.

SECTION 7. Voting. Members shall not be entitled to vote by proxy. Each member of the Association shall, at each meeting of the members, be entitled to one vote in person, provided that such member was a member: (a) on the date fixed pursuant to the provisions of SECTION 5 of Article III of these Bylaws 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. Voting shall be by secret ballot, electronically, or voice vote. At all meetings of the members, all matters, except as otherwise provided by law or in these Bylaws, shall be decided by the vote of a majority of the votes cast by members present in person and entitled to vote thereat, a quorum being present. Voting by members may be conducted by electronic means, including but not limited to email, secure online platforms, or other electronic communications, provided that the identity of the voting member can be verified, and the integrity of the vote is maintained. Votes submitted electronically shall be considered equivalent to a vote in person or by written ballot and shall be filed with the minutes of the meeting or decision.

SECTION 8. 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. Written consents may be delivered electronically to the fullest extent permitted by applicable law. The Secretary-Treasurer shall file such consent with the minutes of members' meetings and shall give prompt notice (in the manner provided in SECTION 3 of this Article IV) 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.

SECTION 9. Attendance by Telephone or Electronic Means. As permitted by the Executive Board, members may participate through the use of a conference telephone or similar communications equipment by means of which all people participating in the meeting can communicate with each other or through any technology allowed by law. Such participation in a meeting shall constitute presence in person at the meeting.

## **ARTICLE V**

### **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 no fewer than nine (9) directors. One Board member shall be selected by the leadership of the Association's regional Chapters. Board members shall be elected to serve staggered terms of four (4) years. A Board member may serve a maximum of two terms. Board members' terms will commence at the end of the Association's annual meeting following the election and end at the annual meeting four 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 Bylaws. No two Executive Board 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. If an Executive Board member experiences a change in employment or job role during their term, they may continue to serve the remainder of their current term, provided they remain a Member in good standing with the Association. Should a change in employment result in more than one Executive Board member from the same organization, those Executive Board members shall agree among themselves who will resign or, failing such agreement, the Executive Board shall make such decision.

SECTION 4. Nomination of Members of the Executive Board. At least six (6) months and no more than eight (8) months after each January 1, the President shall receive all nominations for members of the Executive Board. 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. The final list of nominees will comprise at least 150% of the number of seats up for election.

**SECTION 5. Election.** Each year, approximately twenty-five percent (25%) of the Executive Board will be elected. Voting for the Executive Board shall be carried out electronically by all voting members in good standing near the end of the calendar year. 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, with cause, at any time, by a vote of a majority of the Executive Board. "Cause" includes malfeasance, failure to fulfill duties, violation of the code of conduct, or conduct detrimental to the Association. Any vacancy occurring on the Executive Board may be filled by a majority vote of the members of the Executive Board then in office, as recommended by the Nominating Committee. If fewer than three Board members remain, the Nominating Committee shall be convened to oversee temporary appointments until a special election is held. 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

with in or without the State of Delaware 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. The Executive Board may determine to hold any meeting virtually by remote communication.

(e) Notice of Meetings. At least one day's notice of regular meetings of the Executive Board and of any adjourned meeting shall 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 listed email address, at least one day before the day on which such meeting is to be held, or shall be communicated 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 Bylaws, a majority one-half of the total number of members of the Executive Board shall be present 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 Bylaws. 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 to create or 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. Every person who is or shall be or shall have been a director or officer of the Association shall be indemnified by the Association to the maximum extent legally possible, against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Association or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorneys' fees, damages and reasonable amounts paid in settlement."

## **ARTICLE VI**

### **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 VII**

### **Officers**

SECTION 1. Election, Appointment and Term of Office. The Officers shall include, President, President-Elect, Immediate Past-President, and Secretary-Treasurer. All

Officers shall be Executive Board Members. The Officers are elected by the Executive Board from among the members of the Executive Board at its annual meeting and serve until the next annual meeting or until replaced or removed.

- The President-Elect must have served at least one full year on the Executive Board.
- If elected President serves in year 4 of a term, the member may serve as a 5<sup>th</sup> year as a non-voting ex officio member.
- The sequence of roles for the President track is: President-Elect (1 year), President (1 year), Immediate Past-President (1 year).
- The Secretary-Treasurer will serve 1 year as Secretary-Treasurer-elect and at least 2 years as Secretary-Treasurer.

The President shall serve as President-Elect for a one-year term prior to serving as President, and as Past President for a one-year term after serving as President.

The Executive Board member selected by the ABRF Regional Chapters is not eligible to serve as an elected officer of the Association.

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. Duties and Functions.

(a) President. The President shall be a member of the Executive Board, shall be the chief elected 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. The President shall succeed to the office of Immediate Past President when his or her term expires.

(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 professional staff, to be appointed by the Executive Board.

d) President-Elect. The Executive Board will select a current Board member to serve as President-Elect, beginning at the next Annual Meeting. The President-Elect will serve as President when the current President is not present, with additional responsibilities determined by the Executive Board. The President-Elect shall succeed to the office of President when the current President's term expires, or immediately in the event of death, inability, or refusal to act of the President.

(e) Immediate Past-President. At the conclusion of their term as President, the President shall serve for one-year as Immediate Past-President. The Immediate Past-President may be asked to serve on ABRF Committees, including the Nominating Committee and ABRF Award Committee, with additional responsibilities determined by the Executive Board.

## **ARTICLE VIII**

### **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 IX Books and Records**

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

Members shall be entitled to access the Association's books and records only to the extent specifically provided for by applicable law.

## **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 Bylaws 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 Bylaws 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 Bylaws are the full, true, and correct Bylaws 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, March 2021, March 2024, and March 2026.