

BYLAWS OF THE THOMAS JEFFERSON NATIONAL ACCELERATOR FACILITY USERS GROUP

Article I

MEETINGS

Section 1. Initial Board of Directors.

The initial Board of Directors shall be those elected at an organizational meeting to be held by the incorporator. The term of the initial Board shall be from its election at the organizational meeting until the close of the annual meeting in the year in which the term ends.

Section 2. Place of Meetings

Meetings of the members and the Board of Directors of this group may be held at a place designated by the Board of Directors or by a majority vote of a quorum of the membership with notice given as provided in these Bylaws.

Section 3. Annual Meeting of Members

An annual meeting of the members shall be held in each calendar year between May 1 and June 30. The election of members to the open positions on the Board of Directors will be conducted prior to the annual meeting.

Section 4. Notice of Annual Meeting of Members

Except as provided by statute, at least thirty (30) and not more than sixty (60) days prior to the date of the annual meeting of members, notice of the time and place of the meeting shall be [mailed](#) given to each member entitled to vote at such meeting. Notice of the meeting shall state the matters to come before the membership so far as known.

Section 5. Delayed Annual Meeting

If for any reason the annual meeting of the members shall not be held during the period designated, such meeting shall be called on the nearest convenient date, provided that the notice requirements for such meeting shall be the same as required for the annual meeting.

Section 6. Special Meeting of Members

A special meeting of the members may be called at any time by the Chairperson, or by a majority of the full Board of Directors or by fifty (50) per cent or more of the membership. The method by which such meetings may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of the proposed special meeting signed by the Chairperson, or by majority of the Board of Directors, or by fifty (50) per cent or more of the membership as the case may be, the secretary shall notify the members.

Section 7. Notice of Special Meetings of Members

Except as provided by statute, at least thirty (30) and not more than sixty (60) days prior to the date fixed for the holding of any special of any special meeting of members, notice of the time and place and purposes of such meeting shall be mailed to each member. No business not mentioned in the notice shall be transacted at such meeting.

Section 8. Organizational Meeting of the Board of Directors

At the place of and immediately following the annual meeting of members, the Board of Directors as constituted upon final adjournment of such annual meeting shall convene for its annual meeting for the purpose of appointing officers and transacting any other business properly brought before it.

Section 9. Regular Meetings of the Board

Regular meetings of the Board of Directors shall be held not less frequently than annually at such place as the Board shall from time to time determine. No public notice of regular meeting of the Board shall be required.

Section 10. Special Meetings of the Board

Special meetings of the Board of Directors may be called by the Chairperson or by a majority of the Board of Directors. Notification of the time, place, and purpose of the meeting shall be given to each Director at his or her usual or otherwise known address by any convenient communication, and action taken at such meeting shall be valid provided all members of the Board have been notified of the meeting.

Section 11. Notice and Mailing

All notices required to be given by any provision of these Bylaws shall state the authority pursuant to which they are issued (as, "by the Chairperson" or "by order of the Board of Directors" or "by order of the membership", as the case may be).

Article II

QUORUM

Section 1. Quorum of Members

Presence of at least ten (10) per cent of the membership of this association shall constitute a quorum of the members.

Section 2. Quorum of Directors

At least fifty (50) per cent of the directors shall constitute a quorum.

Article III

VOTING AND ELECTIONS

Section 1. Who is Entitled to Vote

Each member is entitled to one vote as herein provided.

Section 2. Proxies

Directors shall not vote by proxy.

Section 3. Election by Mail

The Board of Directors may choose to conduct elections by mail. Ballots must be sent to the members no later than five (5) weeks before the next annual or special meeting of the members. In order for a ballot to be counted its envelope must be signed by the member and received at the business address of the Jefferson Lab Users Group not less than one (1) week before the next annual or special meeting. [Elections may also be held by any electronic means that ensures that only members vote, and each member votes no more than once.](#)

Section 4. Electronic Media

The Board of Directors may choose to conduct meetings with one or more Directors present by means of any electronic communication which permits all directors to speak and hear all proceedings.

Article IV

BOARD OF DIRECTORS

Section 1. Initial Board of Directors

The initial Board of Directors shall be those elected at an organizational meeting to be held by the incorporator.

Section 2. Number and Term of Directors

The business, property, and affairs of this group shall be managed by a board of eight (8) Directors provided that the membership shall have the power to increase the number not to exceed twelve (12). Each Director shall hold office for the term for which he or she was elected and until a successor is elected and qualified. The term of the Director designated as Chairperson-elect, who will succeed to the office of Chairperson at the end of one year, shall be four (4) years. All other Directors shall be elected for a term of two (2) years. Directors may be reelected. All terms of office begin with the final adjournment of the annual meeting. Initially two of the Members-at-Large will be elected for one year terms, and their successor will be elected for two-year terms. The Board may designate some director positions be filled by members from particular constituencies, such as graduate students, postdoctoral appointees, theorists, or others, as the Board deems fit.

Section 3. Power to Appoint Officers and Agents

- a. The Board of Directors shall have power to appoint officers and agents as the Board may deem necessary for transaction of the business of the group. Such appointed officers and agents may be removed by the Board of Directors whenever, in the judgement of the Board, the best interests of the group will be served thereby.
- b. The Board of Directors at its first meeting of the year will appoint a Liaison Officer from the staff of Jefferson Lab with the concurrence of the Jefferson Lab Director. It will be the duty of the Liaison Officer to act as secretary/treasurer of the group.
- c. The Board of Directors shall submit to the Jefferson Lab administration names ~~of members~~ for consideration as members of Jefferson Lab's Program Advisory Committee whenever there are positions open because of reason of membership rotation.

Section 4. Power to Fill Vacancies

The Board shall have power to fill any vacancy in any office. In the event that a post on the Board of Directors should be vacated during the Board's term in office, the Board shall appoint a member of the Jefferson Lab Users Group to fill the unexpired term. If the vacated post should be that of the Chairperson-elect, the name of the person appointed shall appear on the ballot at the next annual election as a candidate for the office of Chairperson.

Section 5. Delegation of Powers

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any powers and duties of any officer to any other officer, director, or member, but no officer or director shall be assigned the duties of more than one office.

Section 6. Power to Appoint Committees

- a. The Board of Directors shall appoint committees, standing or special, from time to time, from the membership including the Board members and confer powers on such committees and revoke such powers and terminate the existence of such committees. The Board may also terminate at will the term of individual members of such committees.
- b. The Board of Directors will appoint each year a nominating committee consisting of at least

~~three (3)~~~~three (3)~~~~four (4)~~ members of the Jefferson Lab Users Group, but not including any members of the Board of Directors, who are charged with the duty of nominating a slate of candidates for the Chairperson-elect and the other elective positions on the Board of Directors. ~~The nominating committee may meet in person, if it wishes, or may transact its business by mail or by telephone or other means. The Chairperson-elect and other elective positions on the Board of Directors.~~ (The nominating committee will be designated by the Chairperson of the Board of Directors.) Direct nominations, for each of the positions, from the membership can be a petition from at least ten (10) members sent to the Chairperson of the Board of Directors prior to two (2) months in advance of the annual meeting.

- c. ~~The Board of Directors will appoint a Technical Advisory Panel (TAP) from the membership. This committee shall consist of at least six (6) members appointed for three years in such a way that approximately one third of the members are appointed each year to take office at the close of the annual meeting. The duties of the TAP will be to collaborate with the staff of Jefferson Lab in devising new experimental facilities and evaluating future developments. The TAP will meet at least twice a year, the Chairperson and Vice-Chairperson are to be members of the TAP ex-officio.~~

Section 7. Compensation

The directors, officers, and committee members shall serve without pay. The compensation of agents, employees or consultants shall be fixed by the Board.

Section 8. Funding

Routine operating funds for the Jefferson Lab Users Group may be raised by a registration fee at the Annual Meeting with a reduced fee for student members. The actual fee to be charged will be set by the Jefferson Lab Users Board of Directors. In individual cases the registration fee may be waived by the Chairman of the Jefferson Lab Users Board of Directors.

The Jefferson Lab Users Board of Directors may also seek and accept appropriate funding and/or services from private and public sources provided that acceptance of such funding and/or services neither conflicts with the stated purposes nor compromises the non-profit character of the Jefferson Lab Users Group.

Article V

OFFICERS

Section 1. Officers

The officers of the organization shall consists of a Chairperson, Chairperson-elect or Past-Chairperson, and Secretary/Treasurer.

Section 2. Duties of Officers

- a. Chairperson -The Chairperson shall preside at all meetings of the membership of the group and the meetings of the Board of Directors and the Technical Advisory Panel. The Chairperson shall enforce due observance of the Articles of Incorporation and Bylaws, and shall perform duties as directed by the group or Board of Directors or as his or her office may require. The Chairperson will be an ex-officio member of all committees except for the nominating committee. The Chairperson shall succeed to the position of Past-Chairperson at the end of ~~one (1)~~two (2) years.
- b. Chairperson-Elect -In the absence of the Chairperson, the Chairperson-elect shall perform the duties of Chairperson. Otherwise he or she will provide assistance in conducting the affairs of the group as requested by the chairperson. The Chairperson-elect shall succeed to the office of Chairperson at the end of one year.

- c. Secretary/Treasurer - The Secretary/Treasurer shall act in the capacity of the liaison officer, assisting members in making contact with and in obtaining information from the appropriate staff of Jefferson Lab. The Secretary/Treasurer shall also keep a complete and accurate record of the proceedings of the meeting of the group and of the meetings of the Board of Directors. He or she shall, unless other committees are appointed to fill any of the following functions, maintain a file of correspondence of the group, and keep an accurate record of all members of the group, showing the name and address of each. The Secretary/Treasurer will requests nominations, send the tally mail ballots, and keep the membership informed by means of newsletters of new developments at the facility. The Secretary/Treasurer shall receive all money belonging to the group and shall keep an accurate record of all receipts and expenditures, and shall report verbally the state of the treasury at each meeting of the Board of Directors, and to the membership at least once a year by a written report. He or she shall make no payments except as authorized in the budget or in the minutes of meetings of the Board of Directors and shall submit the record books for verification or audit to a bookkeeper or accountant specified by the Board if so requested by the Board.

Article VI

MEMBERSHIP

Section 1. Membership

The membership is open to scientists and engineers interested in Jefferson Lab. The qualifications for membership shall be determined by the Board of Directors. The original membership list will consists of those who return a membership application to the Corporation. Henceforth, new members will be added by action of the Board of Directors upon receipt of a written request. ~~Each member will indicate in writing at the time of each general election his or her desire to remain on the membership list for the coming year. Scientists and engineers working at Jefferson Lab shall be included as members unless they request to not be.~~

Article VII

AMENDMENTS OF BYLAWS

Section 1. Amendments. How Effected.

These Bylaws may be amended, altered, added to, or repealed by a written vote of the members. Written ballots may be disseminated and returned by regular mail or by electronic means. A proposed amendment shall be introduced at a general or special meeting. A two-thirds majority of the members voting is required for passage of the amendment. The vote must be taken within a month of the time the amendment is introduced.

ARTICLES OF INCORPORATION OF THE THOMAS JEFFERSON NATIONAL ACCELERATOR FACILITY USERS GROUP ([top ^](#))

Article I

NAME

The name of the organization shall be the Thomas Jefferson National Accelerator Facility Users Group, which may be abbreviated to Jefferson Lab Users Group.

Article II

PURPOSE

The corporation is organized and shall be operated as a not-for-profit organization under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1954 (hereinafter the "Code", as amended, for the following objects and purposes to which it shall be limited:

1. To receive and manage a fund or funds in the form of registration fees and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the fund or funds to support, further or perform the following scientific or educational purposes:
 - a. To encourage and assist scientists and engineers in the use of CEBAF,
 - b. To create and maintain effective channels for the exchange of information between the staff of Jefferson Lab and other scientists and engineers interested in using Jefferson Lab,
 - c. To create and maintain effective methods of offering advice and counsel to the Jefferson Lab management on matters of policy affecting the development and utilization of the facility,
 - d. To support, encourage, and assist in the advancement of basic scientific knowledge, and to promote the most effective utilization of Jefferson Lab for the common good and welfare of society.

Article III

NONPROFIT AND NONPOLITICAL CHARACTER

- a. This organization shall be operated on a non-profit basis, exclusively for scientific and educational purposes. This organization will not provide financial gain to its members or its officers.
- b. This organization, its directors, and officers will not discriminate, in the admission of its membership, administration of its affairs, or dealings with others, on the basis of race, color, religion, sex, or national origin.
- c. This organization is nonpolitical and will not directly or indirectly participate or intervene in political campaigns on behalf of, or in opposition to, any candidate for public office.

Article IV

OFFICERS AND BOARD OF DIRECTORS

- a. The officers of the group shall be a President who shall be known as a Chairperson, a Chairperson-Elect, and Secretary/Treasurer.
- b. A Board of Directors, consisting of the officers, the immediate past Chairperson, and others as provided in the ByLaws, shall determine the activities
- c. Vacancy in any office shall be filled for the balance of the term by a person appointed by the Board of Directors.

The initial directors shall hold office for two-year terms, provided that two of the members at-large initially shall be elected for a one-year term and thereafter for a two-year term. The Chair of the Board shall serve a two-year term, preceded by one year as Chair-elect and followed by one year as Past Chair. The Secretary Treasurer shall be appointed by the Board from the staff of TJNAF, to serve at the pleasure of the Board of Directors.

Article V

COMMITTEES

The Board of Directors, or the membership, by resolution of its members shall determine from time to time the number and identity of committees.

Article VI

BYLAWS

The group shall adopt such bylaws as are necessary for its government, and may amend or repeal the same as provided for therein.

Article VII

REGISTERED AGENT AND OFFICE

The address of the initial registered office of this corporation is 1500 United Virginia Bank Building, 919 East Main Street, Richmond, Virginia 23219. The initial registered office is located in the City of Richmond, Virginia. The name of the initial registered agent is Walter H. Ryland. He is a resident of Virginia and a member of the Virginia State Bar.

Article VIII

LIQUIDATION

In the event of liquidation, dissolution, or termination of this corporation by any means whatsoever, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to Southeastern Universities Research Association, a Virginia non-profit corporation exempt from federal income tax under Section 501(c)(3) of the Code and Regulations as they now exist or as they may hereafter be amended.

Article IX

LIMITATION OF LIABILITY

In any proceeding brought by a member or brought by or on behalf of the members of the corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct shall not exceed the lesser of \$5,000 or the amount of cash compensation received by the officer or director from the corporation during the twelve months immediately preceding the act or omission for which liability is imposed.

In witness whereof, I, the undersigned incorporator set forth my name this ____ day of _____, 1988.

Incorporator