

BYLAWS
Appalachian Translational Research Network Inc (ATRN)

ARTICLE I. NAME

The name of the corporation is Appalachian Translational Research Network Inc, hereafter known as the ATRN.

ARTICLE II. MISSION AND OBJECTIVES

Section 1. Nonprofit Purpose

This corporation is organized exclusively for educational, scientific, and charitable purposes, including, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 2. Specific Purpose

ATRN is a collaborative society, designed to strengthen translational and public health research and training efforts throughout Appalachia and by doing so, improve the health in the public residents of Appalachia by building upon the strengths of partnering institutions who serve the public residents of Appalachia. The specific objectives and purpose of this organization shall be:

- a. To establish evidence to support best practices to improve health outcomes in the Appalachian region.
- b. To provide educational collaboration across academic institutions and community organizations to enhance translational and community-engaged research that improves health in Appalachia.
- c. To provide opportunities for translational research collaboration across Appalachia that will enhance population health.
- d. To sponsor and host an Annual ATRN Health Summit (the "Annual Summit") that shall be the annual meeting of the ATRN members and addresses the health priorities in the region; stimulate research and collaboration; and educate providers who care for the public residing in Appalachia.

Section 3. Property and Records

The ATRN shall develop and maintain a Policy and Procedure Manual and maintain official documents and records of the organization.

- a. No part of the income or property (real or personal, tangible or intangible) of the ATRN shall inure to the benefit of any individual person.
- b. Upon retiring from office, all Board Officers shall deliver all records or other property of ATRN to the ATRN headquarters within 30 days of the end of a term of office unless otherwise specified by the Board of Directors as herein defined.
- c. The Board Officers shall turn over all records and correspondence pertaining to the offices to their successors within 30 days after their terms of office expire. A Board Officer who resigns shall turn over all records for the office to the Chair within 14 days of the resignation.
- d. ATRN shall follow its Retention and Destruction of Records policy for all ATRN documents and records.

Section 4. Registered Office

The Commercial Registered Office Provider shall be located in Pittsburgh, Pennsylvania. The ATRN may also have offices at such other places as the Board of Directors determines.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for membership shall be open to any institution or individual that supports the purpose statement in Article II, Section 2. Membership is granted after receipt of membership dues.

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Section 2. Annual Dues

The amount required for annual dues shall be:

- (a) Clinical and Translational Science Award (CTSA) or IDeA CTR Institutions: \$2,000
- (b) Other Academic Institutions: \$1,000
- (c) Community Organizations: \$100
- (d) Individuals: \$50

Membership dues can be changed annually by a majority vote of the Board.

Section 3. Rights of Members

Institutions identified as the types of members described in Article III, Section 2 (a) and (b) above may each appoint one voting representative to serve on the ATRN Board of Directors. Said Board Director shall be entitled to cast a vote on official business and on all ATRN matters which are brought forth for a Board vote.

Community Organizations will collectively elect one representative to serve on the Board of Directors as a Member-At-Large. The Member-At-Large shall be entitled to cast a vote on official business and on all ATRN matters which are brought forth for a Board vote.

Individual members will collectively elect one representative to serve on the Board of Directors as a Member-At-Large. The Member-At-Large shall be entitled to cast a vote on official business and on all ATRN matters which are brought forth for a Board vote.

All dues-paying members have the right to review and vote on amendments to these Bylaws as specified in Article XIII.

Section 4. Termination

Continued membership is contingent upon being current with the required membership dues. A grace period of 30 days will be given. Failure to pay dues before the grace period ends automatically terminates membership. A member can have his/her membership terminated by a majority vote of the Board of Directors if the Board of Directors determines that a member is not meeting the goals and objectives of the ATRN.

ARTICLE IV. DIRECTORS AND OFFICERS OF THE BOARD

Section 1. Purpose

The Board of Directors is the governing body of the ATRN and is responsible for its supervision, control and direction. The Board of Directors shall have general supervision of the affairs of the ATRN between its business meetings, fix the hour and place of meetings, make recommendations to the ATRN, and perform such other duties as are specified in these Bylaws.

There shall be at least five (5) Directors who shall constitute the Board of Directors. One Director from each member identified under Article III, Section 2(a) and (b) will be designated by each individual institution to serve on the ATRN Board. One Member will be elected, collectively, by a vote of Community Organizations, with one vote per Community Organization, and one Member-At-Large will be elected, collectively, by a vote of the individual members, with one vote per individual member, to serve on the Board. Only current dues-paying members may designate Directors or vote to elect Directors, as the case may be.

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Section 2. Titles of Board Officers

The Board of Directors shall include the following five Board Officers: Chair, Chair-Elect, Immediate Past Chair, Secretary, and Treasurer.

Section 3. Qualifications of Board Officers

Only current Directors may be elected to serve as Board Officers. Beginning in 2021, the Directors shall elect all of the Board Officers by a majority vote. Thereafter, the Chair-Elect shall serve as the Chair and the other Board Officers shall be elected annually. The Chair shall have served at least one term in another position on the Board of Directors prior to being nominated and elected into the office of the Chair.

Section 4. Terms of Office - Board Officers and Directors

The 2019-2020 and 2020-2021 Directors and Board Officers shall be appointed by a majority vote of the ATRN Leadership Team. The "ATRN Leadership Team" includes those persons involved with the incorporation of the ATRN. Starting in 2021, Directors shall be appointed or elected as provided in Article IV, Section 1. Purpose hereinabove.

The term of office for each Director and Board Officer shall begin immediately following the Annual Summit or by November 1 of each year. The following rules shall apply to all offices held:

- a. A person may hold more than one Board Office simultaneously, with the exception of the Chair and Secretary positions.
- b. Board Officers and Directors shall each serve one-year terms and are eligible for re-appointment or re-election, with the exception of the offices of the Chair-Elect, Chair, and Immediate Past-Chair.

Section 5. Vacancies

Any vacancy occurring on the Board of Directors shall be filled in the following manner:

- a. Any vacancy occurring on the Board of Directors may be filled for the remainder of the unexpired term of such Director by a new designee from the Director's member institution. If the vacancy occurs in a seat held by a Director who was elected, a special vote to fill such vacated seat shall be held. In the event of a vacancy in a Board Officer position, other than the Chair, a majority vote of the remaining members of the Board of Directors is required to fill that Board Office.
- b. If a vacancy occurs in the office of the Chair, the Chair-Elect shall resume the duties of the Chair for the duration of the term and continue the next term as Chair.

Section 6. Meetings and Notice

The Board shall meet at least quarterly at an agreed upon time and place. Each Board member shall receive written or electronic notice of the time, place and medium (if not held in person) of the meeting at least two weeks in advance thereof.

Section 7. Board Elections

The designation and election of Directors shall be completed at least thirty days in advance of the Annual Summit. Election of Board Officers shall be elected by the Board during a Board meeting held immediately prior to the Annual Summit. Each Director and Board Officer shall assume his/her position(s) immediately following the Annual Summit or by November 1 of each year.

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Section 8. Conflict of Interest

Each ATRN Director shall sign a Conflict of Interest Disclosure Form, in form and content acceptable to the ATRN Board, at the beginning of each term and at any time throughout his/her term in which a new conflict arises.

To avoid conflict of interest, a Director who has a financial or personal interest in any matter coming before the Board shall:

- a. Fully disclose the nature of his/her interest and the potential conflict.
- b. Withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the ATRN. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for the approval.

ARTICLE V. DUTIES OF OFFICERS

Section 1. Chair

The Chair shall serve for three years total including one year as Chair-Elect, one year as Chair, and one year as Immediate Past Chair. The Chair shall be the principal executive officer of the ATRN and shall, in general, supervise and oversee all the administrative matters and business affairs of the organization. The Chair shall implement policy established by the members of the Board of Directors. The Chair shall oversee a process ensuring that an annual budget is approved by the end of Q1 of the fiscal year and that financial transactions not included in the approved budget over \$1,000 are each approved by the Board.

The Chair shall preside at all the meetings of the members of the Board of Directors; execute all conveyances, notes, contracts or other instruments authorized by the Board; serve as an ex-officio member of all standing committees; and perform and discharge all duties incident to the office of the Chair and such other duties as may be assigned by the members of the Board of Directors.

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other Board Officers to preside at each meeting in the following order: Chair-Elect, Immediate Past Chair, Secretary, Treasurer.

Section 2. Chair-Elect

The Chair-Elect shall oversee adherence to the ATRN Bylaws and policies and the amendment of the Bylaws according to Article XIII of these Bylaws. He/she will be responsible for overseeing the appointment of future Board of Director designees by member institutions and adherence to the election process for the Member-At-Large positions. The Chair-Elect will perform and discharge all duties requested to support the Chair in leading the organization.

The Chair-Elect shall automatically assume the office of Chair at the end of the regular term of office of the Chair or at any time the office of Chair becomes vacant. If the office of Chair becomes vacant, the Chair-Elect will serve the remainder of the current Chair's term and continue as Chair the following term.

The Chair-Elect shall be a member of the Annual Summit Committee which shall be formed in accordance with Article VII, Section 1(a).

The Chair-Elect shall be elected annually by the current Board of Directors. The Chair shall have served at least one term in another position on the Board of Directors prior to being nominated and elected into the office of the Chair.

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Section 3. Secretary

The Secretary shall record, keep, maintain, and assure distribution of the minutes of the meetings of members of the Board of Directors, and give all notices that are required to be given by these Bylaws; attest all documents, the execution of which has been duly authorized by the members of the Board according to these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as the Board of Directors may prescribe.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

Section 4. Treasurer

The Treasurer shall be the custodian of all funds of the ATRN. The Treasurer shall have the authority to open bank accounts, apply for a debit or credit card in ATRN's name, sign checks for authorized disbursements of the ATRN, be responsible for all funds and securities of the ATRN including all authorized monies due and payable to and from any source whatsoever; and perform such other duties as may be assigned by the Board of Directors. The Treasurer will present a statement of finances at each Board meeting and present an annual financial report at the Annual Summit. All financial records shall be available for review two weeks prior to the annual business meeting which is held at the Annual Summit.

The Treasurer shall present a proposed annual budget to the Board during Q4.

If the Board so determines, a designee such as a paid individual or a management company, with oversight from the Treasurer, shall have authority to open bank accounts, apply for a debit or credit card in the ATRN's name, sign checks for authorized disbursements of the ATRN, be responsible for all funds and securities of ATRN including all authorized monies due and payable to and from any source whatsoever; and perform such other duties as may be assigned by the Board of Directors.

ARTICLE VI. MEETINGS

Section 1. Regular Meetings

Meetings shall be held at such time and place as the Board of Directors may determine.

Section 2. Annual Meetings

The Annual Summit shall take place in Q3 or Q4 of the fiscal year. The specific date, time, and location of which shall be determined by the Chair. Each year, the Chair will seek a volunteer institution to host the next Annual Summit. During the annual meeting, the ATRN shall induct the new Board of Directors, its Board Officers, and present reports on the yearly activities of the ATRN.

Section 3. Special Meetings

Special meetings of the ATRN may be called by the Chair, the Board of Directors, or by written request of 10 members. The call for a special meeting shall be given at least 10 days in advance by written or electronic notice, which shall state the date, time, location, medium (if not to be held in person) and purpose of the meeting. No business other than that stated shall be conducted.

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Section 4. Notice of Meetings

Notice of the date, time, location and medium (if not to be held in person) of each regular meeting shall be given to each Director by written or electronic means, at least two weeks in advance thereof.

Section 5. Form of Notice

Whenever, under the provisions of the statute or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any member, it may be given to such member either personally or by delivery to an authorized representative, by e-mail, electronic text, a global electronic transmission, or by sending a copy thereof by first class mail, postage prepaid, to his/her/its address appearing on the books of the ATRN or, in the case of the Directors, supplied by them to the ATRN for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person or entity entitled thereto when deposited in the United States mail for transmission to such person/entity. An e-mail shall be deemed to have been given to the recipient entitled thereto if a "Failure to Deliver" message has not been received by the sender of the notice within 72 hours of the transmission of the e-mail. A notice of meeting shall state the date, time, location, medium (if not to be held in person) and purpose of the meeting.

Section 6. Waiver of Notice

Whenever any written notice is required to be given by statute or by the Articles of Incorporation or by these Bylaws, a waiver thereof, in writing, signed by the person or persons or in the case of an entity, an authorized representative thereof, entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 7. Quorum

Attendance by at least 51% of the Board shall constitute a quorum for all official meetings. A quorum must exist for official business transactions to take place and for motions to pass.

Section 8. Voting

All issues to be voted on shall be decided by a majority of those Board members present at the meeting in which the vote takes place if a quorum exists.

Section 9. Action without a Meeting

Any action or vote required or permitted to be taken at a meeting may be taken by electronic means by the Board of Directors. The vote proceeds if a quorum existed at the start of the meeting and if there was a majority vote to pass the action. If there is a tie vote, the action must be tabled until the next meeting, at which time the action can be discussed, and a re-vote conducted.

Section 10. Telephonic Meetings

One or more Directors may participate as part of the quorum of a meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

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ARTICLE VII. COMMITTEES

Section 1. Standing Committees

Standing Committees are permanent committees charged with performing specific functions which are necessary for the operations of the ATRN. Chairpersons of Standing Committees shall be appointed , and also attend meetings of the Board of Directors to report on Committee activities. Committee members shall be appointed by the Chairpersons, with final approval by the ATRN Board of Directors through a procedure defined in the ATRN Policy and Procedure Manual. The Standing Committees of the ATRN and their duties are as follows:

- a. Annual ATRN Health Summit Committee: The ATRN will organize an Annual Summit which will be organized by the ATRN Board and the assistance of a hosting institution. The ATRN Board member from the host institution will serve as committee Chairperson. The Committee shall include the ATRN Chair, Chair-Elect, and Treasurer, as well as additional representatives from the hosting institution. The term of members serving on this committee is 12-18 months depending on when planning commences.
- b. Finance Committee: The ATRN shall establish a Finance Committee that shall include the Treasurer as Chair, the Chair-Elect, and at least one other current member of the Board as selected by the Chair and Chair-Elect of the Finance Committee. The terms of those members shall coincide with the terms of the Directors who are serving as members. The Finance Committee will oversee the capital expenditures of the ATRN, be consulted on the annual budget, and approve the annual financial reports which are provided to the Board and prepared by the Treasurer or designee as stipulated in Article V, Section 4(b).

Section 2. Committee Membership

Each Committee shall have at least three (3) members.

Section 3. Other Committees

The Board may establish such other Committees as may be deemed appropriate for the objectives of the ATRN.

Section 4. Standing and Ad hoc Committees

Unless otherwise specified in these Bylaws, all Standing, and Ad hoc Committees shall be approved by the Board of Directors. The compositions, terms, powers and duties of all Committees shall be approved by the Board and described in the ATRN Policy and Procedure Manual. Any Board member can be a member of any Committee for which he or she is qualified.

Section 5. Rules

Each Committee shall establish terms of reference, goals, keep records of its proceedings, and report to the Board of Directors. At least twice per year, each Committee Chairperson shall be required to submit an Annual Report to the board as described in the ATRN Policy and Procedure Manual.

ARTICLE VIII. FINANCE

Section 1. Fiscal Year

The fiscal year of the ATRN shall be from January 1st to December 31st.

Section 2. Budget

The Chair of the Board shall oversee that an annual budget is presented by the Treasurer to the Board during Q4 and approved by the end of Q1 of the fiscal year. An annual budget shall be adopted by the Board of Directors during a meeting held no later than the end of Q1 of the fiscal year.

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Section 3. Financial Review

The Treasurer shall present monthly, or at a minimum quarterly, financial statements to the Board of Directors for review. The books of the Secretary and Treasurer shall undergo independent financial review at any time by request of the Board of Directors but at least once every three years.

ARTICLE IX. OPERATIONAL SUPPORT

The ATRN may choose to hire either volunteers, paid individuals, or a management company to support its operational activities. Said individuals or company may be hired by majority vote of the Board of Directors after following due process as specified in the ATRN Policy and Procedure Manual. Duties and responsibilities of such support individuals or management company will be outlined through a signed contract valid for a fixed duration. Contract shall include a termination clause specifying how the contract may be terminated, by whom or by what body, and delineate any penalty, monetary or otherwise, for said termination.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the ATRN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the ATRN may adopt.

ARTICLE XI. DISSOLUTION

In the event of the dissolution of the ATRN, any remaining assets shall be distributed to another organization of similar purpose or to a charitable organization, provided that the organization is exempt under the current version of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE XII. INDEMNIFICATION

The ATRN shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director or employee of the organization against all expenses and liabilities, including without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the ATRN; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

This Article constitutes a contract between the ATRN and the indemnified Directors and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Director or employee under this Article shall apply to such Director or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XIII. AMENDMENT OF BYLAWS

Section 1. Proposals

Proposed amendments to these Bylaws may be presented to the Board of Directors by any member of ATRN or group of members. The Board will discuss the merit of the proposals and decide whether to move forward with a recommendation for amendment to the Bylaws.

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Section 2. Notice and Voting

These Bylaws can be amended through a vote of the full dues-paying membership at the Annual Summit or, if the Board determines, separately through electronic voting means. A two-thirds affirmative vote is needed to pass an amendment. Notice of the amendment shall be submitted for review in writing, or electronically, to all ATRN members who are eligible to vote at least 30 days prior to distribution of the ballot. Notice shall contain the exact wording of the proposed amendment and the current Bylaws. ATRN will allow members a two-week comment period as denoted in the ATRN Policy and Procedure Manual. Validation of current membership and confidentiality of voting shall be components of the ballot protocol.

Section 3. Amendment

These Bylaws may be amended by an affirmative vote of at least two-thirds of those members voting.

ADOPTION OF BYLAWS

ATRN Board of Directors 2020

DATE: 2/9/2020

Date of Adoption and each amendment of these Bylaws shall be recorded in the official minutes of the ATRN and denoted on all future Bylaws.