

Western Institute
for Advanced Study

Non-Profit Corporation Bylaws

ENTITY: Western Institute for Advanced Study

STATE REGISTRATION: COLORADO

FEDERAL REGISTRATION: 501(c)3

EIN: 83-4061510

MAILING ADDRESS: 1312 Seventeenth St, Suite 745, Denver CO 80202 USA

PHONE: 720-999-9363

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BOARD OF DIRECTORS:

Elizabeth Stoll (President and Founding Director, started Feb 2019, renewed Feb 2022)

Nathan Cassell (term started May 2022)

Phylecia Jones (term started May 2022)

ARTICLE 1 – NAME AND PURPOSE

1. The name of the organization shall be the “Western Institute for Advanced Study”.
2. The purpose of this organization shall be to promote scientific research.
3. The Western Institute for Advanced Study (WIAS) is founded on the same principles as the Institute for Advanced Study in Princeton and other Institutes for Advanced Study which have arisen since the original institution was founded in 1930.
 - Like the original institution, WIAS is explicitly devoted to facilitating specialized research on the challenging problems currently facing science and society, with a highly interdisciplinary and open atmosphere to promote intellectual progress.
 - Like the original institution, WIAS will grant fellowships to support scientific research efforts.
 - There will be two major variations on the original model. Firstly, there will be no permanent faculty within the Western Institute. Secondly, the awardees of yearly fellowships will form a thematic group to work intensively and cohesively as a team on a singular problem.

ARTICLE 2 – GUIDING PRINCIPLES

1. The Institute will be a true place for advanced study in terms of a commitment to the highest standards of scholarship.
2. The Institute will offer a genuine and competitive fellowship program, where each candidate is subjected to a thorough assessment, not merely accepted as part of a thematic group of scholars or selected by the convener of such a group.
3. The Institute will not be directed by any single university, commercial enterprise, or government department.
4. All Fellows, Students, Directors, Advisors, Officers, and additional individuals interacting with this organization shall be treated without discrimination, including on the basis of race, national or ethnic origin, religion, sex, gender, sexual orientation or gender identity, age, medical condition or disability.

ARTICLE 3 – INSTITUTE OPERATIONS

1. The Institute shall offer a yearly Grand Challenge to address a specific research question in the field of mathematics, physics, or the biological sciences. The Institute shall then invite applications in order to devise a team of qualified fellows who are highly motivated and well-equipped to pursue the research question.
2. The Institute may hold conferences or meetings for the sharing of research on relevant topics to the current, previous or next Grand Challenge.
3. The Institute may issue studentships or awards to support research projects.
4. The Institute may establish or acquire newsletters, journals, or other publications.

5. The Institute may establish or acquire spin-out companies to translate research findings.
6. The Institute may hold fundraising events or coordinate grant-writing efforts to solicit support for the governance and activities of the Institute.
7. The Board of Directors may form or dissolve Divisions, Committees, interest groups, regional chapters or other units within the organization.

ARTICLE 4 – GOVERNANCE STRUCTURE

1. 3 to 12 persons will form the Board of Directors, which shall include the Founding Director. In addition, there will be a number of Officers who will form the Executive Committee.
2. The Directors shall serve one-year terms. Upon expiry, the term may be renewed, with ongoing contributions to the organization discussed with the Founding Director and the Executive Director. Alternatively, the Director may retire the position, with an exit interview hosted by the Founding Director and Executive Director. A director may resign at any time by making written notice to the Institute.
3. In the case of the resignation, death or prolonged absence of a Director or an Officer, the Board of Directors may replace that Director or Officer by appointing another person to serve during the remainder of his or her term.
4. A minimal number of Directors must be retained to ensure organizational governance. New Directors may be appointed by the Founding Director or may be elected by a 2/3 majority vote of the Board of Directors.
5. The Founder and Directors shall constitute the voting members of the Board of Directors. The Board of Directors shall have general supervision of the affairs of the Institute, performing the duties and abiding by the limitations specified in these Bylaws. The Board of Directors shall abide by the Governance Guidelines.
6. The presence of a majority of the entire Board constitutes a quorum. The affirmative vote of a majority of the Directors present at a meeting shall be the act of the Board, unless otherwise provided by law, the articles of incorporation, or these bylaws.
7. Decisions taken by the Board of Directors will proceed as follows:
 - Directors may participate in any meetings of the Board or any committee, through conference calls, video conferences, or other forms of communication that permit participants to hear and be heard by all other participants, and such participation shall constitute the presence in person at such meeting.
 - Actions can be taken by unanimous written consent, via electronic communication, in lieu of a meeting of the Board of Directors or an Executive Committee.
 - Not replying to a call for votes by the President within one week can be treated as an abstention from the vote. In cases where votes are not received from all voting Directors, a simple majority must be received before any decision is ratified.

8. The Board of Directors is ultimately responsible for all decisions relating to the operations and governance of the Institute. The roles and responsibilities of the Board of Directors are listed in the Governance Guidelines.
9. The Board of Directors shall appoint Officers for the positions of President, Secretary, Treasurer, and any additional positions deemed necessary for the running of the Institute. These Officers shall form the Executive Committee.
10. Each member of the Executive Committee shall perform the usual duties of the respective position and specific duties provided in these Bylaws or as assigned by the Board of Directors. The roles and responsibilities of the Executive Officers are described in the Governance Guidelines.

ARTICLE 5 – COMMITTEES

1. Committees will be maintained to assist with the running of the organization. The formation and dissolution of committees will be made at the discretion of the Board of Directors, in order to best accommodate the changing needs of the organization.
2. Past fellows, directors and officers are eligible to serve on any committees.
3. Every year a call for nominations for positions on the respective committees will be made. From this list of nominees, the new members of each Committee and the Committee Chair shall then be selected by the Board of Directors.
4. Directors' and Officers' terms shall be staggered on a three-year cycle, with an equal number of new members being appointed each year. Exceptions to this rule will be made if insufficient numbers of new nominations are received in any year, or current serving members request to stand down.

ARTICLE 6 – RULES OF PROCEDURE

1. The rules contained in the current edition of Robert's Rules of Order (Newly Revised) shall provide guidance for governing activity of the Institute in all cases to which they are applicable, so long as they are not inconsistent with these Bylaws and any special rules of order the organization might adopt.
2. The Board of Directors will convene periodically to discuss matters relevant to the governance of the Institute.
 - Ahead of these meetings, the Executive Director will request any items for discussion and integrate these items into an agenda.
 - The Executive Director will chair the meeting by attending to items for discussion and points of order, then by tallying and reporting any votes.
 - Subsequent to the meeting, the Executive Director will coordinate with the Secretary and the Treasurer and any additional parties, as necessary, to ensure enactment of decisions and compliance with procedures.

ARTICLE 7 – POLICIES

1. *Compliance with state and federal law:* The Board of Directors will be responsible for ensuring the non-profit corporation follows state and federal laws and responds in a timely and adequate manner to legal challenges.
2. *Compliance with annual reporting requirements:* The Board of Directors will be responsible for ensuring periodic reports are submitted to the State of Colorado each year to maintain the existence of the non-profit corporation and for ensuring Form 1023, Form 990-N and/or Form 990-EZ are submitted to the Internal Revenue Service each year to maintain the responsibilities and tax-exempt status of the non-profit corporation.
3. *Financial risk management:* A periodic independent audit will be made regarding incoming and outgoing funds. A Committee shall be formed to oversee the audit when summoned or for any year the Institute has assets or incoming funds over \$250,000.
4. *Legal risk management:* A periodic audit of compliance with state and federal laws will be made. A Committee may be formed by the order of any Director or Officer, or any previous Director or Officer, to review compliance and recommend actions to the Board.
5. *Record keeping policy:* All meetings of the Board of Directors will be recorded in minutes and these meeting notes will be shared with the entire Board of Directors subsequently. All relationships with third parties will be formalized by legal contract, to be signed by the Executive Director of the Institute or his/her representative.
6. *Document retention policy:* All documents related to the operations and governance of the Institute will be retained for seven years. These documents may be accessed as needed by Committees or auditing bodies.
7. *Policy on compensation:* For any person to be compensated for work completed in service of the Institute, a Committee shall be convened to research compensation in comparable roles at comparable organizations, unless a specific external grant mechanism is awarded for the salary, stipend, or other compensation. Personal expenses are not to be covered by the non-profit corporation; however, expenses related to the operations and governance of the Institute may be covered by the non-profit corporation. Such expenses and any salaries or stipends paid by the non-profit corporation to individuals shall be issued by check or bank transfer, and these moneys will be approved in advance in writing.
8. *Policy on third-party contracts:* All relationships with third parties will be formalized by legal contract, to be signed by the President of the Institute or his/her appointed representative. Agreements to third-party contracts will be made by the Board of Directors and votes on these decisions will be recorded. Any salaries, stipends, or expenses paid by the non-profit corporation to third-party individuals or organizations shall be issued by check, bank transfer, or credit card.
9. *Conflict-of-interest policy:* No individual with a family or business relationship to a Director or an Officer shall be allowed to receive a fellowship or other benefit from the Institute.

10. *Whistle-blower policy*: In accordance with the law, no person raising issues about legal or financial compliance of the organization shall be subject to harassment or discharge.
11. *Founder policy*: The non-profit organization is structured such that the Founding Director has the authority to appoint or remove Officers or Directors at any time. The Founder may overrule any vote, decision, or recommendation of the Board of Directors, although the advice and counsel of the Board shall generally be relied upon to support governance.
12. *Policy on receiving donations*: The Western Institute for Advanced Study is federally recognized 501(c)3 tax-exempt non-profit organization. As such, from May 20, 2019, donations are tax-deductible to the fullest extent of the law. The IRS requires a contribution statement be made to donors who contribute over \$250. These donor acknowledgements should be provided for each donation above that amount: (a) Donor Receipt: confirms payment was made via Paypal, wire transfer, card or check; *AND* (b) Donor Contribution Statement: confirms the amount received, confirms there is no expectation of goods or services in exchange for the amount contributed, expresses appreciation for the gift, highlights recent achievements, and describes the impact of the donation on the success and continuance of the non-profit organization. *OR* (c) Donor Agreement: confirms any restrictions or stipulations of a larger gift, ensures legal compliance, ensures both parties are clear the money is not to be returned, ensures both parties are clear on any benefits, goods or services offered in return for the donation.

ARTICLE 8 – AMENDMENTS

1. These Bylaws may be amended by a 2/3 majority of the Board of Directors
2. Amendments to Bylaws may be initiated by any Director.
3. Periodically the Board of Directors shall appoint a committee to review current Bylaws guiding the operation and structure of the Institute to make recommendations to the Board.

ARTICLE 9 - DISSOLUTION

1. In the event of the dissolution or termination of the Institute, all assets, titles, possessions and property of the Institute shall be divided evenly between the Action Center in Jefferson County and Mary's Place Seattle.
2. If both of these organizations no longer exist, all assets, titles, possessions and property shall be passed to similar non-profit organizations in Washington and Colorado, to be selected by the Board of Directors.

Action Center in Jefferson County (founded 1968)
303-237-7704
8755 W Fourteenth Ave, Lakewood CO 80215

Mary's Place Seattle (founded 1999)
206-621-8474
113 Dexter Ave N, Seattle WA 98109

Adopted by the Board [16 June 2022]

Updated and Adopted by the Board [2 November 2022]