

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

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FAX: 720-547-6815

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:
 - o 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.
 - o 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.
 - o 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 by the Founding Director and Adopted by the Board [22 August 2022]

Updated by the Founding Director and Adopted by the Board [2 November 2022]

WESTERN INSTITUTE FOR ADVANCED STUDIES
GOVERNANCE GUIDELINES

The Board of Directors of the Western Institute for Advanced Study (“**Corporation**”) has adopted the following corporate governance guidelines (“**Guidelines**”) to assist the Directors in the exercise of their responsibilities and in serving the interests of the Corporation in a manner that is consistent with their fiduciary duties.

I. Role of the Board of Directors

The role of the Board of Directors is to oversee and direct the affairs and tone and ethical culture of the Corporation. Directors are expected to apply their business judgment and act with due care, in good faith, and with undivided loyalty to the Corporation, and in a manner they reasonably believe to be in its best interests.

The Board of Directors delegates the day-to-day management of the Corporation to the Founding Director, the Executive Director, and other senior personnel. The Board may delegate certain functions to its committees and will provide guidance to and oversight of management.

II. Duties and Responsibilities

The Board fulfills its oversight role (directly or by delegating certain responsibilities to the Executive Committee and senior management) by:

1. Providing guidance, counsel, and support to the Founding Director, who shall manage scientific operations, and the Executive Director, who shall manage business operations;
2. Selecting, and regularly evaluating, senior officers;
3. Establishing measures of performance and utilizing those measures to ensure senior management accountability including evaluating whether the Corporation is being appropriately managed in accordance with its mission, strategic plan, governing documents, Corporation policies, and applicable law;
4. Reviewing and approving the annual budget, financial objectives, revenue plans and major corporate expenditures, transactions, and development activities (including material capital expenditures and transactions outside the ordinary course of business);
5. Reviewing and approving auditing and accounting principles and practices and overseeing financial reporting, recordkeeping and compliance controls and procedures;

6. Reviewing IRS Form 990 on an annual basis prior to filing, and ensuring periodic reports are filed with the state;
7. Overseeing the Corporation's management of risks, including its name, reputation, finances, and other assets and resources that may present material risk to the Corporation's finances or operations, or affect its ability to execute its purpose, strategy and business plans;
8. Overseeing management's development, maintenance, and implementation of effective compliance systems and processes designed to instill the desired values and culture and to promote legal and ethical compliance, and overseeing compliance with relevant laws and regulations;
9. Designing governance structures and practices to position the Board to fulfill its duties effectively and efficiently, and making changes as needed; and
10. Performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by law or regulation, including serving on the Executive Committee to complete specific tasks.

III. Founding Director Roles

The Founding Director, also known as the Scientific Director, has the following additional Roles:

1. Conceive the mission and purpose of the organization.
2. Establish the corporate bylaws and governance guidelines of the organization.
3. Register the organization as a non-profit corporation in the State of Colorado.
4. Register the organization as a 501(c)3 non-profit corporation with the IRS.
5. Set up and regularly update the Western Institute for Advanced Study website.
6. Create and regularly update profiles for the Western Institute for Advanced Study, using GuideStar, Uncommon Giving, and any other relevant non-profit websites.
7. Set up and regularly update the organization's project management system, using Trello, Dropbox, or any other relevant platform.
8. Set up and regularly update the organization's social media profile, using Twitter, LinkedIn, or any other relevant platform.
9. Conceive Grand Challenges to address long-standing scientific problems.
10. Organize an interdisciplinary approach to tackle each Grand Challenge, steering progress and ensuring that results are reported at conferences and in publications.

11. Recruit a Board of Directors to take an oversight role and participate in quarterly meetings to manage the operation of the Institute.
12. Recruit a Board of Governance Advisors to provide strategic advice and recommend paid professional services to support various operations of the Institute.
13. Recruit a Board of Scientific Advisors to articulate open scientific questions and guide the research focus of the Institute.
14. Serve as President on the Executive Committee for a renewable three-year term, or until a suitable Executive Director is available to take this role.

IV. Executive Director Roles

The Executive Director has the following additional Roles:

1. Ensure all Executive Committee responsibilities are covered and are conducted with due diligence.
2. Coordinate with the Executive Committee members on legal, financial, and administrative matters.
3. Coordinate with the Board on filing tax returns and periodic reports, as well as all other legal reporting requirements.
4. Maintain a bank account with sufficient funds for operational expenses, seeking out funding from grants and other philanthropic sources.

V. Executive Committee Roles

The members of the Executive Committee have the following additional Roles:

President: Will be responsible for the day-to-day administration of the Corporation and will facilitate communication between Directors, Advisors, and other stakeholders. Generally this role will be filled by the Executive Director.

Vice-President: Will be responsible for the scientific mission of the Corporation and will guide the conception and completion of Grand Challenges. Generally this role will be filled by the Scientific Director.

Treasurer: Will be responsible for supervising the financial activities of the Corporations and will oversee reimbursements for any services deemed necessary for operations.

Secretary: Will be responsible for ensuring the activities of the Corporation comply with relevant legal codes and will contract any services deemed necessary for operations.

Communicator: Will be responsible for publicizing the activities of the Institute in coordination with publications or conference proceedings and will identify platforms for researchers to share their work.

Collaborator: Will be responsible for the administration of fellowships, including processing applications, and will liaise with the Treasurer and the Secretary on legal and financial matters related to fellowships.

Coordinator: Will be responsible for the administration of grants, including processing applications, and will liaise with the Treasurer and the Secretary on legal and financial matters related to government grants and contracts.

Other: Additional Officers may be appointed to the Executive Committee, in order to assist in any aspect of the management of the Institute. Such additional positions will be created and dissolved, as required, by the Board of Directors.

VI. Governance Advisor Roles

The Corporation recognizes that business operations must be pursued with broad expert support from the community. For this reason, a Board of Governance Advisors, having a wide range of field expertise, will be invited to guide the business operations of the organization. Governance Advisors will be invited by the Founding Director, and any person may recommend a qualified candidate.

Governance Advisors serve in a separate role from Directors. Governance Advisors do not hold any fiduciary responsibility for the organization and do not have any binding vote in the direction of the organization. Governance Advisors may provide strategic advice or recommend paid professional services to support the operations of the organization, the fundraising of the organization, or its compliance with relevant laws. In this role, Governance Advisors may support the business operations of the organization and advocate for its mission. After some period of service, a Governance Advisor may be invited by the Founding Director to serve on the Board of Directors. If this new role is accepted, a fiduciary duty will be assumed.

VII. Scientific Advisor Roles

The Corporation recognizes that scientific operations must be pursued with broad expert support from the community. For this reason, a Board of Scientific Advisors, having a wide range of field expertise, will aid in guiding the scientific operations of the organization. Advisors will be invited by the Founding Director, and any person may recommend a qualified candidate.

Scientific Advisors serve in a separate role from Directors. Scientific Advisors do not hold any fiduciary responsibility for the organization and do not have any binding vote in the direction of the organization. Scientific Advisors may participate in a yearly poll to articulate intractable questions and recommend the next Grand Challenge. In this role, Scientific Advisors may support the scientific operations of the organization and advocate for its mission. After some period of service, a Scientific Advisor may be invited by the Founding Director to lead a Grand Challenge. If this new role is accepted, the Lead Scientist will work with the Founding Director to carefully articulate and address the Grand Challenge, recruit a team of Fellows or Students with relevant expertise to address the problem, and guide progress during the Grand Challenge.

VIII. Scientific Operations

Once per year, Scientific Advisors will be invited to articulate open questions in their field and recommend a vote on the next Grand Challenge.

Scientific Advisors may take on a role as a Lead Scientist if (1) they propose a Grand Challenge, (2) they wish to lead that Grand Challenge, (3) the Board of Scientific Advisors and Scientific Director vote for this project to take precedence, (4) the Board of Directors cannot find any legal or practical basis not to pursue the project, and (5) funding is available to conduct the research. In that case, the Lead Scientist will work with the Scientific Director to carefully articulate and address the Grand Challenge, putting together a team of Fellows or Students with the complementary range of expertise to tackle the problem.

The Lead Scientist heading that Grand Challenge, together with the Scientific Director, will ensure that research results are presented to the scientific community at appropriate conferences and are subjected to peer-reviewed publication.

IX. Academic Freedom

The Corporation recognizes that scientific operations must be pursued with academic freedom by respecting and upholding this principle.

Academic freedom includes the liberty to conduct research and draw conclusions rooted in evidence. Academic freedom defends researchers' right to choose methodologies, make interpretations of the research findings, and assert the value of their contributions, but does not protect against critiques of their claims.

Academic freedom also includes the right to bring relevant expertise to the larger community, with regard to any matter of social, political, economic, or other interest, and through any mode of communication, including speech, writing, and electronic media. As experts operating in the public sphere, academics should aim to be accurate, should exercise appropriate restraint, and should show respect for the opinions of others.

X. Media Interactions

The Corporation recognizes the role social media plays in modern communication. When using social media, Board members are expected to exercise appropriate judgment and avoid posting content that may reflect negatively on the Corporation.

Senior management may speak for the Corporation and both the Founding Director and the Executive Director may speak for the Board. Directors and senior management should refer all inquiries from the press or others regarding the Corporation's operations to the Executive Director. If comments from the Board are appropriate, they should, in most circumstances, come from the Executive Director on behalf of the Board.

XI. Confidentiality and Non-Competition

Pursuant to their fiduciary duties of loyalty and care, Directors have an obligation to keep confidential all non-public information obtained by a director that relates to the Corporation's activities and that he or she receives in connection with serving on the Board. Directors may not use such information for personal benefit or the benefit of persons or entities outside the Corporation nor may they disclose this information for any purpose without written authorization of the Board or as may be otherwise required by law or regulation. Confidential information includes, but is not limited to, information regarding the strategy, business, finances, operations, fundraising, efforts or plans of the Corporation, minutes, reports and materials of the Board and its committees, and other documents identified as confidential. The proceedings and deliberations of the Board and its committees are also confidential.

Directors must practice non-competition, by not engaging in activities that directly compete with the Corporation or undermine its mission.

XII. Due Care and Loyalty

As fiduciaries, Directors are required to exercise due care and engage in appropriate diligence in providing oversight and decision-making. Directors are expected to:

1. Attend and participate actively at Board and committee meetings, preferably in person when possible;
2. Review agendas and meeting materials in advance;
3. Request information from management and trustworthy and reliable experts where appropriate before making decisions or taking actions;
4. Be sensitive to indications of potential problems or concerns and make further inquiry to determine that management is dealing with those concerns appropriately;
5. Make policy decisions and set the strategic direction of the Corporation to meet its mission;
6. Advocate for the Corporation and its mission as opportunity presents;
7. Act with integrity and adhere to all applicable laws, regulations and policies; and
8. Exercise undivided loyalty to the Corporation, making decisions on a fully informed basis that are in the best interests of the Corporation.

Adopted by the Board [16 June 2022]

Updated by the Founding Director and Adopted by the Board [2 November 2022]