

Bylaws of

Universities Allied for Essential Medicines, North America, Corp.

TERMINOLOGY

- i. **Universities Allied for Essential Medicines, North America, Corp.** (also known as **UAEM**) is a non-profit organization rooted in a global movement of university students. UAEM aims to (1) promote access to medicines and medical innovations in low- and middle-income countries by changing norms and practices around academic patenting and licensing, supported by our own independent research, (2) ensure that university medical research meets the needs of people worldwide and (3) empower students to respond to the access and innovation crisis.
- ii. **UAEM Global** is the international organization of UAEM intended to bring unity and coherence to the activities of UAEM Regional Entities.
- iii. A **UAEM Regional Entity** is composed of one or more UAEM Chapters united by common geography.
- iv. **UAEM NA** is the short-hand name for UAEM North America, a UAEM Regional Entity, and is composed of all UAEM Chapters within North America.
- v. A **UAEM Chapter** is a group of members at a university who adhere and are committed to UAEM's vision, mission and values (VMV) and is recognized by its geographical Regional Entity.
- vi. The **Coordinating Committee** is a group of individuals made up of students that lead the day-to-day advocacy and campaign work of UAEM, in cooperation with the **Program Director, North America**.
- vii. The **Program Director, North America** is a paid individual that oversees the management and activities of UAEM in North America.
- viii. The **Board of Directors** (also known as the Board) is a group of elected and appointed individuals known as Directors that are responsible for governing UAEM in North America.
- ix. The **Members** are the North American students committed to health justice and equity. A Member must be enrolled in a university or college in North America, or between two degrees in North America, with the next degree starting within 18 months of the individual's graduation from their last program.
- x. The **Internal Rules** are guidelines and requirements addressing style and branding, a code of conduct, and other organizational rules intended to adapt with growth and change of UAEM North America and UAEM Global.

ARTICLE I

NAME AND PURPOSE

- 1.1. The registered name of the organization shall be **Universities Allied for Essential Medicines, North America, Corp.** Universities Allied for Essential Medicines, North America, Corp. can also be referred to as **UAEM North America.**
- 1.2. The purpose of UAEM North America is based on the 3 pillars of access, innovation, and empowerment, which are implemented by (1) promoting access to medicines and medical innovations in low- and middle-income countries by changing norms and practices around academic patenting and licensing, supported by our own independent research, (2) ensuring that university medical research meets the needs of people worldwide and (3) empowering students to respond to the access and innovation crisis.
- 1.3 UAEM North America is a Regional Entity of UAEM Global.
- 1.4 The principal office of UAEM is in Washington, D.C.

ARTICLE II

MEMBERSHIP

- 2.1. Individuals as Members. The Members are the North American university students committed to the purpose of UAEM North America, as broadly set forth in section 1.2. A Member must be a current student, or between two degrees, with the next degree starting within 18 months of the individual's graduation from their last program. Non-students are welcome to engage and support UAEM North America efforts, but will not constitute the membership.
- 2.2. Application for Membership. Individuals must complete an online registration, including reading and signing the Code of Conduct as approved by the Board of Directors, annually, to gain or maintain membership.
- 2.3. Acceptance of Membership. Membership shall be granted upon a completion of the annual registration; however, the Board of Directors shall have the right to deny or revoke membership, if the individual is found to violate the UAEM vision, mission and values, code of conduct, or bylaws as set forth in section 2.5.
- 2.4 Rights and Obligations of Members. Each Member has the right to (i) annually vote for one or more individuals to serve on the Board of Directors, and (ii) use the UAEM name and logo in accordance with the Internal Rules. Each Member has the obligation to (i) uphold the vision, mission, and values of UAEM; (ii) read, sign, and fulfill the requirements of the Code of Conduct; (iii) adhere to the guidelines regarding use of the UAEM name and logo; (iv) respect and follow UAEM North America

leadership and governance structures and policies, including the Internal Rules; (v) be accountable for any funds allocated for UAEM North America activities; (vi) provide reports and feedback to UAEM North America on activities carried out on behalf of UAEM; (vii) annually update personal contact information, and (viii) pay any membership dues, if applicable. Membership may call a special meeting apart from the annual meeting, which is called by the board, if at least 5% of the Membership sign, date and deliver to UAEM NA Board of Directors a written demand for a meeting describing the purpose or purposes for which it is to be held. If a call for such a special meeting is not issued within fifteen days after receipt of such Members' request, Members may call the meeting. Special meetings of Members may be held telephonically or at the UAEM NA office. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of Members.

2.5 Termination of Membership. If a Member violates the code of conduct, bylaws, or purpose or interests of UAEM, the Board of Directors has the right to remove a Member from UAEM North America membership. At any meeting of the Board where a Member's potential termination is to be decided upon, the Member must be given the opportunity to comment on the allegations before or during such meeting. Revocation of a Member's membership must be submitted to a vote by a quorum of the Board of Directors and approved by a 2/3 majority of the quorum. Upon termination of the membership, all claims deriving from membership expire.

ARTICLE III

BOARD OF DIRECTORS

3.1. Rights and Obligations of Board of Directors. Subject to any limitations of the Articles of Incorporation; the Connecticut Non-Profit Corporation Act; Title 29, Chapter 4 of the District of Columbia Official Code; or these Bylaws, all corporate powers shall be exercised by, or under the authority of, the Board of Directors and the business and affairs of UAEM North America shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following rights and obligations:

- (a) To appoint and remove all officers of UAEM North America subject to such limitations as may appear in these Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with the law, with the Articles of Incorporation, or these Bylaws.
- (b) To conduct, manage and control the affairs of UAEM North America and to make such rules and regulations therefore, not inconsistent with the law, or with the Articles of Incorporation, or these Bylaws, as they may deem best.
- (c) To designate any place for the holding of any Board of Directors meeting; to designate the time and place for the Annual Meeting of the Members; to change the

principal office of UAEM North America from one location to another; to adopt, make, and use a corporate seal or logo, and to alter the form of such seal or logo from time to time, as in their judgment they may deem best, provided such seal or logo shall at all times comply with the provisions of law; to approve or remove Chapter status; and terminate membership in accordance with these Bylaws.

(d) To borrow money and incur indebtedness for the purpose of UAEM North America, and to cause to be executed and delivered thereto, in UAEM North America's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt, and securities thereof.

(e) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by UAEM North America, and to distribute, loan, or dispense the same or the income and profits therefrom.

(f) To create such trusts, foundations, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

3.2. Number of Directors. The number of Directors constituting the entire Board of Directors shall be a minimum of seven (7) and no more than sixteen (16).

3.3. Director Qualifications. Each Director is to have knowledge of the charitable needs of the community.

(a) Each Director shall serve without compensation, except for reasonable expenses incurred for, or on behalf of, UAEM North America, or unless otherwise agreed by the Board of Directors by a majority vote.

(b) Each Director is to act in their own right and not as a representative of any other interest or group.

(c) Each Director must be at least 18 years of age.

(d) Each Director must demonstrate dedication to the vision, mission, and values of UAEM.

(e) For purposes of clarity, a Member or a non-Member can become a Director. All Directors, by virtue of their election to the Board of Directors, lose Membership status, if applicable.

3.4. Election of Directors. UAEM will hold an Annual Meeting for election of Directors pursuant to Article VI.

(a) At least thirty (30), but not more than ninety (90), days prior to the Annual Meeting, the Board of Directors, or any committee of the Board or Officer

of UAEM, must provide written notice to all Members, electronically or otherwise, of the upcoming election of Directors and provide a short description of each nominee. In the written notice, the Board of Directors may suggest particular qualities that the Directors anticipate will improve its functioning.

- (b) To be elected as a Director, there must be a written nomination for the individual as a Director, which can be submitted by the individual or another to the current Board of Directors. Nominations must be submitted between May and September of the year in which the individual would be elected. The current Board will review each nomination to ensure all nominees satisfy Board Member Qualifications in accordance with article 3.3. Nominees must accept nomination in writing to be elected.
- (c) To be elected as a Director, a nominee must receive at least one-half (1/2) of all votes cast at the Annual Meeting by Members.
- (d) Should the number of eligible nominations receiving votes from at least one-half of the voting members exceed the number of vacancies, the nominations will be taken in descending order of votes with the highest being invited to join the Board until the vacancies are duly filled.
- (e) The Board of Directors has the power to appoint Directors, but the Board may consist of no more than three (3) appointed Directors at any given time.

3.5. Term of Office. The regular term of office for each Director shall be two (2) years, unless sooner terminated by death, incapacity, resignation or removal. A Director may be elected to no more than three (3) successive terms. A Director who has served all or part of three (3) successive terms shall be ineligible for re-election for one year. All Directors shall hold office until the expiration of the term for which each was elected until a successor has been duly elected, or until the Director's resignation or removal as provided in section 3.6.

3.6. Removal, Resignation. A Director may resign from office at any time by giving written notice of at least 1 month thereof to the President of UAEM North America.

If a Director violates the code of conduct, bylaws, or purpose or interests of UAEM, the other Directors of the Board of Directors have the right to remove a Director from the Board of Directors. At any meeting of the Board where a Director's potential termination is to be decided upon, the Director must be given the opportunity to comment on the allegations before or during such meeting. Removal of a Director must be submitted to a vote by a quorum of the Board of Directors (excluding the Director being the subject of the vote) and approved by a 2/3 majority.

3.7. Filling of Vacancies. Any vacancy occurring on the Board of Directors by removal or resignation may be filled by a vote of the majority of the Members. The President may

call a special meeting of the Members to elect such Director. A Director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a Director, tendered to take effect at a future time, the Board may nominate a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning Director. However, the Board has the power to leave unfilled, until the next election, all vacancies occurring on the Board.

3.8. Place and Number of Meetings. Meetings of the Board of Directors shall be held at any place, physical or virtual, which has been designated from time to time by resolution of the Board or by written consent of all Directors. In the absence of such designation, meetings shall be held at the principal office of UAEM North America.

3.9. Special Meetings. Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President or, in his/her absence, the Vice-President, or if the President or Vice-President is absent, or unable or refuse to act, by one-third of the Directors then in office.

3.10. Notice of Meetings. The President or Secretary must provide written notice in advance of each meeting of the Board of Directors. Notice of the time and place of special meetings of the Board shall be given personally to each Director or sent by electronic mail or other form of communication, charges prepaid, addressed to the Director at their address as shown upon the records of UAEM. Notice for special meetings of the Board of Directors must be provided at least seven (7) days in advance of such meeting and shall state the general nature of the business to be considered at the special meeting.

3.11. Quorum and Voting. A quorum of the Board of Directors shall consist of at least one half of the total number of Board of Directors. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum was present shall be regarded as the act of the Board of Directors, unless a number greater than a quorum is required by law, the Articles of Incorporation, or by these Bylaws. Each Director present at a meeting shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

A Director may participate in any meeting of the Directors by means of telephone, Internet conference, or by similar means, of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

3.12. Presumption of Abstention. A Director who is absent at any meeting of the Directors, or a committee meeting of which the Director is a member, at which action on a corporate matter is taken is presumed to have abstained to such action unless an assent or dissent is entered in the minutes of the meeting or unless the Director files a written assent or dissent to the action with the Secretary before or within seven (7) days after the adjournment of the meeting.

3.13. Action By Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force

and effect as if taken by a unanimous vote of Directors, if authorized by a writing signed individually or collectively by all Directors. Such consent shall be filed with the regular minutes of the Board.

3.14. Ex Officio Board Advisors. The immediate past President of UAEM NA shall be an *ex officio* advisor to the Board of Directors. An *Ex officio* advisor is entitled to attend and participate in meetings of the Board of Directors, but not to vote in their *ex officio* capacity. However, the immediate past President may vote solely in the event of a tie vote among Directors present at a duly convened meeting of the Board, to break the tie. The immediate past president shall be an *ex officio* advisor for a term of two (2) years. If the immediate past President is unavailable to serve as an *ex officio* advisor, the immediate past Secretary or Treasurer shall serve as an *ex officio* advisor.

3.15. Committees. Committees of the Board of Directors shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting UAEM or any operations needing study, recommendation, or action. The President, with the approval of the Board, may establish such standing or special committees as s/he deems appropriate with such duties and responsibilities as s/he, with the approval of the Board, shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Connecticut Nonprofit Corporation Act; Title 29, Chapter 4 of the District of Columbia Official Code; the Articles of Incorporation, or under these Bylaws. The Board shall appoint the members of such committees. Each committee (standing or special) must have at least one Board member.

ARTICLE IV

OFFICERS

4.1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

4.2. Positions and Election. The Board of Directors shall elect a President, a Secretary, and a Treasurer, and may elect one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers as they may determine. Any two or more offices may be held by the same person except the offices of President, Secretary, and Treasurer. Each officer shall hold office until a successor is elected and qualified, or until the officer's resignation, death, or removal. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms. To be elected as an officer, such person must receive at least 1/2 of all votes cast by a quorum of the Board of Directors.

4.3. Resignation and Removal. The resignation of any officer shall be tendered in writing to any other officer at least one (1) month prior to the date of resignation. Any officer may be removed during their term by a vote of two-thirds (2/3) of a quorum of the Board of Directors whenever, in their judgment, removal would serve the best interests of UAEM. Such removal shall terminate all authority of the officer, except that any rights to compensation and other perquisites shall depend on the terms of the officer's employment and the circumstances of removal.

4.4. President. The President shall be subject to the direction and under the supervision of the Board of Directors, and shall have the general overview of the business affairs and property of UAEM NA. The President shall chair all meetings of the Board of Directors. S/he shall appoint all committees and designate all committee chairpersons, subject to a majority vote of the Board, unless the composition of any committee is specifically provided for in the Articles or these Bylaws. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors.

The President may be elected by a vote of 2/3 (two-thirds) majority of the Board. A Board Member may nominate themselves, another Board Member, or a non-Board Member, Non-Member, to be President.

The President shall serve a term of two (2) years, with a maximum of three (3) consecutive terms. The President is expected to serve out at least one full term.

Should the President be chosen from amongst the elected members of the Board and should the President's elected term limit expire during the term as President, the Board may vote, by a majority of a quorum, to allow the President to serve out the President's full term provided that no President serve as such for more than 3 consecutive terms, or the Board may vote by 2/3 (two-thirds) majority to extend the third term of a President for one additional year.

4.5. Vice President. At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these Bylaws. The Vice-President must have been a member of the Board of Directors.

The Vice-President may be elected by a vote of 2/3 (two-thirds) majority of the Board, with agreement of the President. The term of the Vice-President will be for a period of two (2) years, with a maximum of three (3) consecutive terms. Upon election, the Vice-President is expected to serve out at least one full term.

Should the Vice-President's term limit as a member of the Board of Directors expire during the term as Vice-President, the Board may choose to allow the Vice-President to serve out the full Vice-President's term provided that no Vice-President serve as such for more than three (3) consecutive terms, or the Board may vote by 2/3 (two-thirds) majority to extend the third term of the Vice-President for one additional year.

4.6. Secretary. The Secretary shall work closely with the President of UAEM NA. Among his/her tasks will be to cause to be kept at the principal office of UAEM NA, the Secretary's principal place of business, or such other place as the Board of Directors may order, the

official seal of UAEM (if any), the membership book and a book of minutes (paper or digital) of all meetings of directors and members. The Secretary shall keep a membership book containing names and addresses of each member, and the date upon which the membership started and ended, if applicable. The Secretary shall give the notice of meetings of the Board in accordance with these Bylaws. The Secretary shall give the notices of the special meetings of the Members as provided in these Bylaws. The Secretary shall record the date, and start and end time of each meeting. The Secretary shall also maintain and protect a file of all official and legal documents of UAEM NA. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

4.7. Treasurer. The Treasurer shall have custody of all UAEM NA funds; keep full and accurate accounts of all receipts and disbursements of UAEM NA, an inventory of assets, and a record of the liabilities of UAEM NA; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of UAEM NA as ordered by the President or the Board of Directors, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President, or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to a staff member of UAEM NA.

4.8. Program Director, North America. The Program Director, North America shall be hired by a vote of two-thirds (2/3) majority of the Board. The Program Director, North America has day-to-day responsibility for the national infrastructure of UAEM NA, including to carry out UAEM's goals, policy, and strategic plan. At the invitation of the Board, the Program Director, North America may attend Board meetings, report on the progress of the organization, answer questions of Board members, and carry out the duties described in the job description. The Board can designate other duties as necessary.

4.9. Salaries. The salaries of the officers, if any, of UAEM NA shall be fixed from time to time by the Board of Directors. The Board of Directors may delegate to any officer the authority to fix the salary or other compensation of subordinate officers. No officer or subordinate officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of UAEM NA. The Board of Directors may make provision for continuance, for a reasonable period, of a reasonable portion of the salary of any officer who may become disabled during their term of office.

4.10. Annual Transition. To maintain UAEM NA continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of UAEM NA's financial accounts and signature cards.

ARTICLE V

ANNUAL MEETING OF THE MEMBERS

5.1 Purpose. An Annual Meeting of the members shall be held where Members may cast their votes, either electronically or by paper ballot, for nominees to the Board of Directors.

5.2 Other Matters. Prior to the Annual Meeting, Members will have had the opportunity to assess the qualifications of the nominees to the Board of Directors in a consultative and transparent process.

5.3 Location. The Annual Meeting shall be held at such place as determined year-to-year, in-person or telephonically, or at the principal office of UAEM North America if no such place is designated.

ARTICLE VI

AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds (2/3) majority of the Board of Directors. Proposed amendments must be submitted to the Members electronically with regular Board announcements.

ARTICLE VII

Dissolution

7.1 Notice and Vote of Dissolution. The Board shall provide a proposal for dissolution to the Members. The Members may approve dissolution by a 2/3 vote at a meeting at which a quorum of Members are present.

7.2 Certificate of Dissolution. The Board shall send the Attorney General of the state of Connecticut and the District of Columbia a certificate of dissolution should dissolution occur. Pursuant to § 33-1172 of the Connecticut General Statutes, the certificate shall include: the name of the corporation, the date the dissolution was authorized, and a statement that the dissolution was authorized by the Board and that there was no authorization from the members required.

7.3 Articles of Dissolution. After dissolution is approved by the Members, the Board must deliver to the Mayor of the District of Columbia articles of dissolution for filing in accordance with § 29-412.03

7.4 Approval by the Board. The dissolution must be authorized by the Board by a three-quarters (3/4) vote. Given the large and amorphous nature of the corporation's membership, their two-thirds approval of the dissolution is not required.

7.5 Distribution of Assets. The assets of the corporation shall be distributed according to § 33-1176 of the Connecticut General Statutes. Specifically: all liabilities and other obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made, and therefore assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement and remaining assets, if any, shall be distributed in perpetuity to an allied nonprofit organization as selected by the Board of Directors at that time.