

**BY-LAWS OF THE INDUSTRY/UNIVERSITY COOPERATIVE RESEARCH
CENTER FOR IDENTIFICATION TECHNOLOGY RESEARCH**

1. Purpose

The purpose of the Industry/University Cooperative Research Center for Identification Technology Research (hereinafter called "CENTER") shall be to advance research and technology transfer in identification technology.

2. Activities

The activities of the CENTER shall be:

- 2.1. To conduct research funded by the CENTER's Affiliates (hereinafter referred to as "SPONSORS" or individually as "SPONSOR").
- 2.2. To disseminate results of the research program conducted by the CENTER in the manner noted in the Affiliate Agreement.

3. Organization

3.1. The CENTER shall be comprised of University Sites (Universities/Institutions of Higher Education (IHEs) participating in an I/UCRC). To qualify as a University Site, the university must have an active NSF IUCRC center award or be an approved International Site. International Sites (not-for-profit academic research institutions located outside of the United States) may become a University Site. Approval requires a majority vote of the AAB and a Memorandum of Understanding (MOU) between the Lead University Site and the Partner International Site where the International Site agrees to be governed by the CITEr Bylaws provided herein and shall operate in accordance with CITEr Affiliate Agreement, CITEr Associate Affiliate Agreement, and CITEr Non-Disclosure Agreement.

3.2. The CENTER will share a common Affiliate Advisory Board (AAB) that recommends policy and project funding for the CENTER.

3.3. The CENTER shall be organized in accordance with the procedures and rules of each University Site. Each University Site shall be administered by its director and staff and shall be under the authority of the Associate Provost for Research or equivalent level of administration at each University Site (hereinafter called "University Site Administrator").

3.4. The CENTER shall have a Director or co-Directors for each University Site, appointed by the University Site Administrator. The overall Director is the Director of the Lead University Site, previously, West Virginia University (2002 to 2011), and, currently, Clarkson University (2011 to present). The Director or co-Directors shall serve a four-year term and may be reappointed.

3.5. Faculty at University Sites and other universities may participate in the CENTER. Faculty of the CENTER, except for the Director or co-Directors, shall have equal status. Faculties at University Sites are bound by their institution's execution of the affiliate agreement to the terms of the document and its bylaws. Faculty from other universities (and their institutions) shall be bound to the terms of the affiliate agreement and its bylaws through the terms of their project subcontract(s). Faculty has the responsibilities of financial and scientific prudence in all activities of the CENTER.

3.6. A University Academic Policy Committee will review activities of the CENTER and will advise the Director or co-Directors. Membership of the Committee shall consist of the Director or co-Directors, the Associate Deans for Research of the colleges of participating faculty, and Chairpersons of participating departments. The University Site Administrator will chair the Committee.

4. Sponsoring Entities

4.1. A SPONSOR has privileges relating to participation in research activities of the CENTER, to early access to research results and to participation in the direction of the research program in return for financial support for the CENTER. Details are as noted in the Affiliate Agreement.

4.2. There shall be an Affiliate Advisory Board consisting of one voting representative from each SPONSOR. It shall provide guidance to the CENTER Director or co-Directors on research policy and allocation of resources. Financial and personnel policies shall be in accord with University Site procedures. Research projects must be recommended by the Board. The Board shall elect a Chairperson. The Chairperson's term shall be one year. The Board may have an Executive Committee of four members. The members are to be elected and shall serve two year terms. The terms shall be staggered so that two members are replaced each year. The Executive Committee may be authorized to represent the Board in some recommendations to be made between regular meetings of the Board. The Chairperson of the Board will serve as Chairperson of its Executive Committee. Recommendations by the Board (except recommendations concerning changes in the By-Laws and recommendations as noted in paragraph 2 under Activities) shall be by an affirmative quorum of one-half or more of the members. Affiliate Advisory Board recommendations of a change in the By- Laws (see the section entitled Provisions for Changing By-Laws) shall require an affirmative vote of 2/3 of all members.

4.3. The CENTER shall arrange at least two meetings per year of the Affiliate Advisory Board.

4.4. The CENTER and SPONSOR will mutually agree upon provisions for visiting research personnel from sponsoring entities to conduct research at the CENTER and for visiting personnel from CENTER to conduct research at SPONSOR facilities.

4.5. The CENTER and Affiliate Advisory Board will mutually agree upon a policy for university researchers outside University Sites.

5. Budget

5.1. The budget shall be under the jurisdiction of the University Site Directors who report to the University Site Administrator.

5.2. The CENTER, with recommendation of the Affiliate Advisory Board, shall be authorized to accept grants from research funding organizations. These grants will then be processed through normal University channels.

6. Publications and Patents

6.1. The CENTER shall retain rights to publish complete details of research results. A delay in publication can be granted as prescribed in the Affiliate Agreement between the CENTER and SPONSOR.

6.2. Patent and other intellectual property rights (hereinafter also called "INVENTION" which shall include but not be limited to right to inventions, patent applications, patents and copyrights) resulting from research conducted by the CENTER; as well as certain licensing to said INVENTIONS are prescribed in the Affiliate Agreement between CENTER, SPONSOR, and University Site..

6.3. If a SPONSOR plans to seek a delay in publication, SPONSOR will provide a notice of intent to seek a delay within twenty-one (21) calendar days of receipt of proposed publication. Within sixty (60) calendar days, SPONSOR will need to make a written request and justification for such delay. Such delay request should not exceed (4) months from the date of written request and justification.

6.4. Email to SPONSORS is accepted as "certified mail" in order to indicate when there is a new article in the publication database.

6.5 The CENTER will notify SPONSORS of a University Site's intention to file a patent application covering any INVENTION. A SPONSOR that wishes to exercise rights to a non-exclusive royalty-free license to a patent resulting from CENTER research must commit to paying for their share of the patent costs, and this commitment must be made within sixty (60) calendar days of receiving the CENTER's notification of the University Site's intention to file a patent application for the INVENTION. If only one SPONSOR commits to paying for patent costs within the sixty (60) day notice window, that SPONSOR may obtain an exclusive fee-bearing license through one of its agents, subject to any government "march-in" rights as set forth in the Bayh-Dole Act.

7. Provisions for Changing By-Laws

Changes in the By-Laws may be made with recommendation of the University Site Administrator and the AAB. Changes in the By-Laws, as they affect SPONSORS and other research funding entities, will become effective in stages, as the individual agreements, specifying the old By-Laws, expire. In the event of any inconsistency or conflict between the terms and provisions of the Affiliate Agreement and the By-Laws, the terms of the By-Laws shall control and supersede any such inconsistency, conflict or ambiguity.

8. Projects and Multi-University Site Balance

8.1. Affiliate dollars will be awarded using overall ranking of affiliate votes, rather than divided by University Sites. However, the AAB will ensure that there is at least one project per site.

8.2. At each meeting, time spent on new proposals will be allotted proportional to the relative amount of funds that each university has collected in affiliate fees and has available for award at the meeting.

8.3. Special Projects: Funds above a full affiliation may be used to support a special project. Any funds used to support a special project cannot be counted towards votes for other projects. Projects must be proposed at a CITEr meeting, approved by the AAB, and follow all requirements of CITEr projects including affiliate agreement terms and reporting requirements.

8.4. Gateway Project: For a new affiliate, their first payment for a full affiliate membership may be used to fund a project selected at the affiliate's first meeting. If they opt to do this, they will not be allowed to vote for two meetings starting with the meeting that the project is selected. Projects must be proposed at a CITEr meeting, approved by the AAB, and follow all requirements of CITEr projects including affiliate agreement terms and reporting requirements.