

**COLD SPRING HARBOR LABORATORY**

**BY-LAWS**

Amended and Restated: March 10, 2022

**ARTICLE I**

**SEdiscovery and development therein, and to diffuse information and provide instruction and training relating thereto" and, in connecti with or in furtherance of such purposes, to exercise the powers granted by law and/or recited in the Charter.**

**SECTION 2**

Members

The Laboratory shall have no members.

**ARTICLE II**

**BOARD OF TRUSTEES**

**SECTION 1**

General Powers

The affairs of the Laboratory shall be managed by a Board of Trustees. As set forth in the Laboratory's Charter, the number of Trustees (including *ex officio* Trustees) shall be no more than forty nor less than five. As used in these By-laws, "entire Board of Trustees" means the number of Trustees in office as of the most recently held election of Trustees.

**SECTION 2**

Composition of Board

In the selection of Trustees, consideration shall be given to the policy of the Laboratory that the Board of Trustees includes meaningful representation of prominent active scientists selected from the scientific community with a view to obtaining representation on the Board from a variety of educational or scientific institutions or other centers for the advancement of science.

### **SECTION 3**

#### Ex Officio Trustees

The President of the Laboratory and the President of the Cold Spring Harbor Laboratory Association shall each serve as Trustees *ex officio*. The *ex officio* Trustees shall have voting rights.

### **SECTION 4**

#### Elections

Trustees, other than *ex officio* Trustees, shall be elected at the Annual Meeting of the Board of Trustees to hold office for a term of four years. Trustees may succeed themselves in office. At least one Trustee shall be a member of the Charles and Marie Robertson family.

A Trustee may initially be elected other than at an Annual Meeting of the Board to serve until the next Annual Meeting following his/her election, at which time such Trustee may be elected to hold office for a term of four years.

### **SECTION 5**

#### Term Limits

Except as set forth below, no Trustee shall be eligible to hold office for more than three consecutive four-year terms; provided that such term limits shall not apply to (i) a Trustee serving as an Officer pursuant to Article V of these By-Laws; (ii) a Trustee as to whom the Executive Committee has made a recommendation to the full Board of Trustees that it believes that the ongoing participation of such individual as a Trustee is significantly in the best interests of the Laboratory; (iii) one Trustee who is a member of the Charles and Marie Robertson family; or (iv) a Life Trustee.

A Trustee initially elected to serve until the next Annual Meeting shall be eligible to hold office for three consecutive four-year terms thereafter.

### **SECTION 6**

#### Change in Number of Trustees

No reduction in the total number of Trustee positions shall have the effect of removing any Trustee prior to the expiration of his/her term of office without such Trustee's consent.

### **SECTION 7**

#### Removal

Any Trustee may be suspended or removed, with cause, by an affirmative vote of a majority of the entire Board of Trustees on examination and due proof of the truth of a written complaint by any Trustee of misconduct, incapacity or neglect of duty. At least one week's previous notice of the proposed action shall have been given to each Trustee, including the Trustee proposed to be suspended or removed.



Members of the Executive Committee shall be elected at a meeting at which a quorum is present by the vote of a majority of the entire Board of Trustees, provided that if the Board has thirty or more Trustees, election must be made by at least three-quarters of the Trustees present at the time of the vote. Members of all other Board Committees shall be elected by ordinary Board action.

The Board shall appoint a Chair of each Board Committee, other than the Executive Committee. The Chairs shall be appointed to one-year terms. Only members of the Board of Trustees are 52 05.976oye

The Nominating Committee shall perform such other functions as are provided in these By-laws or as may be delegated to the Nominating Committee by the Board.

## **SECTION 5**

### Committees of the Laboratory

The Board of Trustees shall have the authority to create or provide for the creation of Committees of the Laboratory whose members need not be members of the Board, provided that at least one Trustee shall serve on each Committee of the Laboratory. The Laboratory shall have an Investment Committee and a Finance Committee, and may also have such other Committees of the Laboratory (such as an Advancement Committee, Commercial Relations Committee, etc.) as the Board determines to be necessary or desirable. Committees of the Laboratory shall perform such duties as are assigned to them by the Board or Executive Committee, but shall not have the authority to bind the Board. The members and Chairs of Committees of the Laboratory shall be appointed by the Executive Committee.

## **ARTICLE IV**

### **MEETINGS**

## **SECTION 1**

### Meetings of the Trustees

The Annual Meeting of the Board of Trustees shall be on a day in November of each year selected by the President and the Chairman of the Board (or on such other date as the Board of Trustees may determine) for the purpose of electing Trustees and Officers and transacting other business.

Regular meetings of the Trustees may be held at such times as the Board from time to time shall designate. Each year, one of the regular meetings of the Board shall be designated for the purpose of presenting the Annual Report for the twelve-month fiscal period terminating not more than six months prior to the date of such meeting.

Special meetings of the Board of Trustees may be called at any time by the Chairman and shall be called on the written request of three Trustees.

Meetings shall be held at any reasonably convenient place as the Chairman or President may determine.

One or more members of the Board of Trustees, or any Board Committee or Committee of the Laboratory, may participate in a meeting of the Board, or any Board Committee or Committee of the Laboratory, by means of a conference telephone or similar communications equipment, or by electronic video screen communication. Participating by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each member can participate in all matters before the Board, Board Committee or Committee of the Laboratory.

## **SECTION 2**

### Notices

Notice of every meeting of the Board of Trustees and each Board Committee shall be sent at least five and not more than ten days before the meeting. Each notice shall specify the place, the day, and the hour of the meeting and in the case of special meetings, or any other meeting at which a new date is to be fixed for the Annual Meeting of the Board, the general nature of the business to be transacted. Notices of adjourned meetings need not be given except when the adjournment is for thirty days or more. Any meeting of the Board of Trustees or any Board Committee at which every Trustee or member shall be present shall be valid for all purposes, although held without notice.

All notices of meetings shall be sent by standard mail, electronic mail, courier service, hand delivery, facsimile transmission or other form of written communication, addressed to all persons entitled to notice at their addresses as shown on the records of the Laboratory.

## **SECTION 3**

### Waiver of Notice

Notice of any meeting may be waived in writing or electronically at any time before, at or after the meeting by all persons entitled to notice. All such waivers shall be filed with the records of the Laboratory. Notice shall be deemed waived by a Trustee who attends the meeting without protestin



Officers may succeed themselves in office. An Officer may initially be elected other than at an Annual Meeting of the Board to serve until the next Annual Meeting following his/her election, at which time such Officer may be elected to hold office for a term of one year.

The Board shall have the power at any time to fill or not fill vacancies in any of the offices.



## ARTICLE VII

### COMPENSATION

Reasonable compensation may be paid for services rendered to the Laboratory by any Officer, non-Trustee member of a Committee of the Laboratory, agent or employee except that no Trustee (other than the President) shall receive compensation for his or her service as a Trustee or Officer.

No person who may benefit from compensation for services rendered may participate in any Board or Board Committee deliberation or vote concerning such person's compensation; provided that nothing in this Article VII shall prohibit the Board or Board Committee from requesting that a person who may benefit from such compensation present.<sup>9</sup>( B)1.9(0aeB)1.f BT 0.Vote cmvS8cl26.6(r)at(t)-6



for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators, assigns or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals.

(b) No indemnification will be made to or on behalf of a Trustee or Officer if a judgment or other final adjudication adverse to the Trustee or Officer establishes that his or her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

(c) Any indemnification made pursuant to this Article will be authorized according to the procedures set forth in Section 723 of the NPCL.

(d) The Laboratory will pay expenses as incurred by any person described in subsection (a) of this Article in connection with any action, suit, proceeding or inquiry described in subsection (a) of this Article; provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the Laboratory of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

(e) Notwithstanding any other provision in this Article, the Laboratory shall not indemnify or advance expenses to an Indemnified Person for any liability or costs incurred in a proceeding or claim initiated or brought voluntarily by an Indemnified Person and not by way of defense (such as by counterclaim, cross-claim or third-party claim) or participated in as an intervenor or *amicus curiae* by the person seeking indemnification, unless such indemnification or advancement of expenses is found to be appropriate and is approved by vote of two-thirds of the entire Board of Trustees.

(f)

