

**COLD SPRING HARBOR LABORATORY**

**BY-LAWS**

Amended and Restated: March 10, 2022

**ARTICLE I**

**SECTION 1**

Purposes

The purposes of the Cold Spring Harbor Laboratory (the "Laboratory") are, as stated in its Charter, "to conduct investigations and research in the biological sciences and related subjects; to further discovery and development therein, and to diffuse information and provide instruction and training relating thereto" and, in connection 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.

## **SECTION 8**

### Resignation

Any Trustee may resign at any time by giving written or electronic notice to the President, the Secretary or the Chairman. Such resignation shall become effective at the time indicated in the notice of resignation or, if the notice does not indicate an effective time, upon delivery of the notice. If any Trustee shall fail to attend three consecutive regularly scheduled meetings of the Board of Trustees without an excuse accepted as satisfactory by the Executive Committee, such Trustee shall be deemed to have resigned.

## **SECTION 9**

### Honorary Trustees

The Board of Trustees shall have the right to designate one or more individuals as Honorary Trustees, who shall not have the right to vote as members of the Board and who shall not be counted in the total number of Trustees or in determining the presence of a quorum. Prior service on the Board is not a pre-requisite to being designated as an Honorary Trustee. An individual's designation as Honorary Trustee may be revoked by a majority vote of the Board.

## **SECTION 10**

### Life Trustees

The Board of Trustees shall have the right to designate one or more Life Trustees in recognition of an individual's exceptional service to the Laboratory as a Trustee. A Life Trustee must be nominated by the Nominating Committee prior to designation by the Board. Each Life Trustee shall serve *ex officio* as a voting member of the Board and shall be included for purposes of the total number of Trustees. If a Life Trustee desires to step down from active service on the Board, he/she may do so and retain the title of Life Trustee. An individual's designation as Life Trustee may be revoked for cause by a majority vote of the entire Board of Trustees.

## **ARTICLE III**

### **COMMITTEES**

## **SECTION 1**

### Board Committees

The Board of Trustees shall have an Executive Committee, Audit and Risk Committee, and Nominating Committee, which shall each have and exercise such power and authority as provided in these By-Laws. In addition, the Board of Trustees, by resolution adopted by the Board, may create one or more additional Board Committees to have and exercise such power and authority as specified by the Board of Trustees.

Each Board Committee will consist of three or more Trustees of the Laboratory who, unless serving *ex officio* as provided in these By-Laws, shall be elected by the Board to serve until the next Annual Meeting of the Board following their election.

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 permitted to serve on the Board Committees.

## **SECTION 2**

### Executive Committee

The Board shall have an Executive Committee comprised of the Chairman, any Vice Chairmen, the President, and at least three other Trustees. The Chairman shall act as Chair of the Executive Committee. In the absence of the Chairman, the duties of the Chair shall be performed by a Vice Chairman or, in the absence of any Vice Chairman, by other Executive Committee members in order of seniority. The Executive Committee may exercise all the powers of the Board, except as provided in Section 712 of the New York Not-for-Profit Corporation Law (the "NPCL") or as otherwise prohibited by law.

## **SECTION 3**

### Audit and Risk Committee

The Board shall have an Audit and Risk Committee comprised of at least three Trustees who are "independent" pursuant to Section 102(a)(21) of the NPCL. Questions relating to whether a Trustee qualifies as "independent" shall be addressed by the Nominating Committee with advice of the Laboratory's General Counsel.

The Audit and Risk Committee shall oversee the accounting and financial reporting processes of the Laboratory and the audit of the Laboratory's financial statements. The Audit and Risk Committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor. The Audit and Risk Committee shall perform such other functions as are required by Section 712-a of the NPCL or as may be delegated to the Audit and Risk Committee by the Board.

## **SECTION 4**

### Nominating Committee

The Board shall have a Nominating Committee comprised of at least three Trustees. The Nominating Committee shall propose individuals to the Board for election or re-election as Trustees and Officers. Prior to being nominated for re-election, a Trustee's level of engagement with the Board shall be reviewed by the Chair of the Nominating Committee in consultation with the Chair of the Board and the President of the Laboratory. The Nominating Committee shall propose Trustees for appointment as members and Chairs of Board Committees (except that the members and Chair of the Nominating Committee will be proposed by the Executive Committee).

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, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by 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 protesting, prior thereto or at its commencement, the lack of notice to him or her.

## **SECTION 4**

### Quorum

The presence in person of a majority of the entire Board of Trustees at any meeting of the Board or of the members of a Board Committee at any meeting of such Board Committee, shall constitute a quorum for the transaction of business at such meeting. In the absence of a quorum, any meeting may be adjourned from time to time by the vote of a majority of those present without further notice. At any rescheduled meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the meeting as originally noticed.

## **SECTION 5**

### Voting

Each Trustee shall have one vote. Trustees shall not vote by proxy.

The vote of a majority of the Trustees or the members of a Board Committee present at any meeting at which a quorum is present shall be the act of the Board or of the Board Committee, as applicable, except as otherwise provided in these By-laws.

Any amendment to the Laboratory's Charter shall require the affirmative vote of three-fourths of the entire Board of Trustees, and must be approved by the Board of Regents for and on behalf of the Education Department of the State of New York.

## **SECTION 6**

### Action by the Board of Trustees without a Meeting

Any action required or permitted to be taken by the Board of Trustees or a Board Committee may be taken without a meeting if all members of the Board of Trustees or Board Committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by a Trustee by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee. The resolution and the written consents thereto by the members of the Board or Board Committee shall be filed with the minutes of the proceedings of the Board or Committee.

## **ARTICLE V**

### **OFFICERS**

## **SECTION 1**

### Number and Qualifications

The Officers of the Laboratory shall be a Chairman, one or more Vice Chairmen, a President, a Secretary, a Treasurer, and such other Officers as the Board of Trustees may from time to time determine. Any two offices, except those of Chairman, Secretary or Treasurer, may be held concurrently by the same individual. The Chairman and each Vice Chairman shall be elected from among the members of the Board of Trustees. No other Officer need be a Trustee, except as specifically provided in this Article V. No employee of the Laboratory shall serve as Chairman or Vice Chairman of the Board or hold any other title with similar responsibilities, unless the Board approves the appointment by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the approval.

## **SECTION 2**

### President

The Board of Trustees shall appoint a President to serve at the pleasure of the Board. The President shall be the Chief Executive Officer of the Laboratory. The President shall be a member of the Board of Trustees and the Executive Committee with voting rights.

## **SECTION 3**

### Elections and Appointments

The Chairman, one or more Vice Chairmen, Secretary and Treasurer shall be nominated by the Nominating Committee and elected by the Board of Trustees at its Annual Meeting to hold office for a term of one year. Other Officers appointed by the Board shall hold office for such periods as the Board may prescribe.

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.

A Trustee may be elected to the position of Chairman, Vice Chairman, Secretary, or Treasurer for a maximum of eight consecutive one-year terms and may be elected to corresponding one-year terms as Trustee beyond the maximum period as set forth in Article II above. Such term limits for Officers may be superseded by a majority vote of the entire Board of Trustees.

#### **SECTION 4**

##### Function of Officers

The Officers shall have such powers and perform such duties as usually pertain to their respective offices and such additional powers and duties as may be specifically determined by the Board of Trustees.

#### **SECTION 5**

##### Removal

Any Officer of the Laboratory 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 or Officer of misconduct, incapacity or neglect of duty. At least one week's previous written notice of the proposed action shall have been given to each Trustee, including the Officer proposed to be suspended or removed.

#### **SECTION 6**

##### Resignation

Any Officer may resign at any time by giving written notice to at least two Trustees. Such resignation shall become effective no less than sixty days from the date upon which the notice is given. However, the Board of Trustees, in its discretion, may accept the resignation as effective upon an earlier date stated in such notice.

### **ARTICLE VI**

#### **CONFLICT OF INTEREST POLICY**

The Laboratory shall maintain a conflict-of-interest policy that meets all applicable requirements of federal and state law, which shall be adopted and amended from time to time by the Board of Trustees. All Trustees and Officers of the Laboratory shall abide by the policy.



**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 information as background or answer questions at a meeting prior to the commencement of deliberations or voting related thereto. Any approval of compensation must be made in accordance with the Laboratory's conflict-of-interest policy.

**ARTICLE VIII**  
**FISCAL YEAR**

The Fiscal Year of the Laboratory shall be from January 1 to December 31 or as otherwise determined by the Board of Trustees.

**ARTICLE IX**  
**CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS**

**SECTION 1**

**Checks, Notes, Contracts**

The Board of Trustees is authorized to select such banks or depositories as it shall deem to be proper for holding the funds of the Laboratory. The Board of Trustees shall determine who shall be authorized to sign checks, drafts or other orders for the payment of money, to sign acceptances, notes or other evidences of indebtedness or to enter into contracts or to execute and deliver documents and instruments on the Laboratory's behalf.

**SECTION 2**

**Investments**

The funds of the Laboratory may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal and otherwise, or in stocks, bonds or other securities, as the Board of Trustees may consider desirable.

**ARTICLE X**  
**OFFICE AND BOOKS**

**SECTION 1**

**Office**

The Office of the Laboratory shall be located at such place as the Board of Trustees may from time to time determine.

**SECTION 2**

**Books**

There shall be kept at the office of the Laboratory or such other place as the Board of Trustees shall designate: (1) correct and complete books and records of account; (2) minutes of the proceedings of the Board of Trustees and any Board Committees; (3) a current list of the Trustees and Officers of the Laboratory; (4) a copy of these By-laws; (5) a copy of the Laboratory's application for recognition of exemption with the Internal Revenue Service; and (6) copies of the past three years' information returns and Form 990-Ts (if any) filed with the Internal Revenue Service.

**ARTICLE XI**  
**AMENDMENTS**

These By-Laws may be amended by a majority vote of the Trustees present at any meeting at which a quorum is present and which is held pursuant to notice specifying the proposed amendment, except that no provision requiring more than a majority vote for any specified action of the Board of Trustees shall be amended, suspended, or repealed by a smaller vote than that required for action thereunder.

**ARTICLE XII**  
**INDEMNIFICATION**

To the fullest extent permitted by law:

(a) The Laboratory will indemnify any person (and that person's heirs, executors, guardians, administrators, assigns and any other legal representative of that person) ("Indemnified Person") who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of the Laboratory or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the person is or was a Trustee or Officer of the Laboratory or a member of a Committee of the Laboratory, or, while a Trustee or Officer of the Laboratory or a member of a Committee of the Laboratory is or was serving at the request of the Laboratory as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise,

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) The Laboratory may purchase and maintain insurance on behalf of any person described in subsection (a) of this Article against any liability asserted against that person, whether or not the Laboratory would have the power to indemnify the person against that liability under the provisions of this Article or otherwise.

(g) The provisions of this Article will be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article will be deemed to be a contract between the Laboratory and each Trustee, Officer, or member of a Committee of the Laboratory who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this Article will not adversely affect any right or protection of any person described in subsection (a) in respect of any act or omission occurring prior to the time of the repeal or modification.

(h) If any provision of this Article will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article will neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in subsection (a) of this Article may otherwise be entitled or permitted by contract, the Charter, vote of the Board, or otherwise, or as a matter of law, both as to actions in the person's official capacity

and actions in any other capacity while holding such office, it being the policy of the Laboratory that, subject to the specific limitations contained in this Article, indemnification of any person described in subsection (a) of this Article will be made to the fullest extent permitted by law.

(i) For purposes of this Article, reference to “other enterprises” will include employee benefit plans; reference to “fines” will include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to “serving at the request of the Laboratory” will include any service as a Trustee or Officer of the Laboratory or a member of a Committee of the Laboratory, or which imposes duties on, or involves services by, that Trustee, Officer or committee member with respect to an employee benefit plan, its participants, or beneficiaries.

(j) The Laboratory may, by vote of the Board, provide indemnification and advancement of expenses to current or former employees and agents of the Laboratory who are not otherwise indemnified hereunder. Such indemnification may be provided to individuals who render service requested by the President of the Laboratory in representing the Laboratory on the boards of directors of for-profit corporations or other not-for-profit organizations.

(k) If any action with respect to indemnification of Trustees, Officers and members of Committees of the Laboratory is taken by way of amendment of the By-Laws, resolution of Trustees, or by agreement, then the Laboratory will, within fifteen months from the date of such action, include in the records of the Laboratory open to public inspection a statement specifying the action taken.

\* \* \*