

Proposed Changes to the Dryad Bylaws:

This package of changes will be approved or struck down by a single “yes” or “no” majority vote after discussion at the Membership Meeting. Members who will not be able to attend the meeting in person or participate in the discussion remotely may submit comments or questions in advanced to be shared at the meeting. Please email comments to director@datadryad.org.

CHANGES INDICATED IN RED

Page 2, Section 3

Current: “Any organization desiring to become a member and who agrees to abide by the Corporation’s mission and goals shall submit an application and fee to the Board of Directors and may be admitted to membership upon approval of their Application by the Board of Directors.”

New: “Any organization desiring to become a member and who agrees to abide by the Corporation’s mission and goals shall submit an application and fee to the Board of Directors and may be admitted to membership upon approval of their Application by **the Board of Directors or by a committee appointed by the Board of Directors.**”

Rationale: Clarification

Page 3, Section 2

Current: “The terms of Directors elected at the Annual Meeting shall begin at the conclusion of that meeting.”

New: “The terms of Directors elected at the Annual Meeting shall begin at the **start of the next meeting.**”

Rationale: This change will allow time to inform new Board members who are not present at the annual meeting that they have been elected to the Board and provide them with orientation materials. It will prevent a gap in leadership and facilitate allowing new members to run for Board offices.

Page 4, Section 3 (paragraph under bullets)

Current: “Copies of each affected person’s disclosure forms shall be maintained by the Secretary of the Corporation and the Executive Director who shall produce the

same upon request by any person or entity. Copies shall be posted on the Corporation's website."

New: "Copies of each affected person's disclosure forms shall be maintained by the Secretary of the Corporation and the Executive Director who shall produce the same upon request by any person or entity." (Final sentence removed)

Rationale: While we should provide Conflict of Interest statements if someone requests them, they may contain information we would prefer not to post on our web site, especially since they are supposed to disclose all actual or potential conflicts, and they do not contain the Board's strategy to mitigate such conflicts. I looked at Duke's Office of Research Support to see if they post the completed forms; they do not. In fact, I could not find any institutions that post the completed forms. Yale has a web form requesting public access <https://ivy.yale.edu/fcoirequest>.

Page 7, Section 10

Current: "If a Board or Committee member's absence is due solely to a significant medical consideration, the Board of Directors or Committee may excuse their absence on that basis by a majority vote of the Board or Committee during the meeting at which the absence occurred."

New: "If a Board or Committee member's absence is due to a significant medical consideration or other significant unpreventable circumstance, the Board of Directors or Committee may excuse their absence on that basis by a majority vote of the Board or Committee during the meeting at which the absence occurred."

Rationale: The attendance policy as currently stated allows no room for reasonable accommodation of a Board member's absence for any non-medical reason (e.g. natural disaster, flight cancellation, death in the family, etc.).

Page 8, Section 2

Current: "The Secretary and Treasurer only are eligible for reelection to serve for two (2) additional one (1) year terms in these offices."

New: "Officers are eligible for reelection to serve for two (2) additional one (1) year terms in these offices."

Rationale: Continuity of governance and leadership. If the current office-holder is the best candidate, I think we should be able to re-elect that person.

Page 11, top

Current: "The ED and all employees of the Corporation shall be bonded in an amount determined by the Board of Directors."

New: "At the discretion of the Board of Directors, the ED and other employees of the Corporation may be bonded in an amount determined by the Board of Directors."

Rationale: Bonding is not a usual practice for this type of organization and would incur an unnecessary expense at this time.

Page 11, Section 2.

Current: "At the Annual Meeting the Board of Directors shall:

- elect the board officers;
- elect the Advisory Board;
- set the forthcoming annual calendar of meetings;
- make available an annual report of accomplishments and activities of the Corporation to the membership and such other entities and persons as the Board shall deem appropriate;
- file the annual conflict of interest statements with the Secretary;
- report the annual attendance for each board member;
- report the receipt of conflict of interest disclosure statements;
- transact such other business as deemed necessary and appropriate."

New: "At the Annual Meeting the Board of Directors shall:

- (item moved below)
- (item removed)
- set the forthcoming annual calendar of meetings;
- provide a report of accomplishments and activities of the Corporation to the membership and such other entities and persons as the Board shall deem appropriate;
- (item moved below)
- report the annual attendance for each board member;
- report the receipt of conflict of interest disclosure statements for the previous year;
- transact such other business as deemed necessary and appropriate.

Section 3. First Board Meeting Following the Annual Meeting (change subsequent section numbers accordingly)

- elect the board officers;
- file the annual conflict of interest statements with the Secretary;

Rationale: These changes will allow time to inform new board members who are not present at the annual meeting that they have been elected to the Board and provide them with orientation materials. They will prevent a gap in leadership and allow new members to run for board offices. They will facilitate collecting COI statements from new members at the start of their terms. The "Advisory Board" is described as optional elsewhere and we should not imply that it is mandatory by listing it here. It is not possible to prepare an annual report before the May Annual Meeting when Dryad's fiscal year ends in June. Removing the term "annual" will leave the timeframe open so we can report on the most meaningful time period.

Page 13, Article 7, Section 2

Current: "For checks, drafts, etc. in excess of \$5,000.00 such instruments shall be signed by two of the following three persons: the Chairperson, the Treasurer, the Executive Director, or other board designated person."

New: "For checks, drafts, etc. in excess of \$5,000.00 such instruments shall be **approved in writing (via letter, email or fax)** by two of the following three persons: the Chairperson, the Treasurer, the Executive Director, or other board designated person."

Rationale: Our bank does not support double signatures.