

V. BY-LAWS OF THE UNIT

ARTICLE I

PURPOSE

1.1. Purposes and Powers. The University of Colorado School of Medicine Center for NeuroScience (“CNS”) is a unit of the University which was formally approved by Chancellor Jerry Wartgow on September 21, 2011 and will have the purposes and will exercise those powers in the furtherance of its purposes as stated in these by-laws and as permitted by the rules of the University of Colorado Denver. (“UCD”).

1.2. Mission of the Center. The mission of the Center is to catalyze interdisciplinary collaboration, basic and translational research in neuroscience, and campus and community education in neuroscience.

1.3. Goals and Objectives of the Center. The Center’s main goals are to grow basic and translational neuroscience research by establishing solid interactive basic, bioengineering and clinical research bases within an environment that fosters interdisciplinary neuroscience research.

The following specific objectives will be pursued:

A. Objectives of the Center.

- i. Research Objectives. Catalyze basic and translational neuroscience research.
- ii. Clinical Objectives. Facilitate transfer of knowledge from bench to bedside and *vice versa*.
- iii. Educational Objectives. To foster excellence in research in neuroscience through graduate and medical education. To increase community knowledge of the successes and challenges of neuroscience research.
- iv. Outreach Objectives. Raise community awareness of ongoing clinical and basic neuroscience projects and clinical trials at the School of Medicine and foster philanthropy dedicated to advancing the mission of the Center.

ARTICLE II

OFFICES

2.1. The principal office of the Center will be located at the University of Colorado School of Medicine. The Center may have other offices at such locations as the Executive Committee, as defined in Section 4.4 below, may determine from time to time.

ARTICLE III

STATUS WITHIN UCD

3.1 The Center will be recognized as a Center within the UCD as part of the Department of Neurology (“Department”) within the School of Medicine (“SOM”). At some point in the future, the Center may become an Institute as it expands its scope.

Collaborative linkages will be encouraged with other departments and schools/colleges of UCD, with the Colorado Clinical and Translational Sciences Institute (CCTSI) and with the University of Colorado at Boulder, University of Colorado Denver, other local and regional academic institutions, as well as the hospital affiliates of the SOM; including the University of Colorado Hospital, The Children’s Hospital, Denver Health Medical Center, the Denver VA Medical Center and National Jewish Hospital.

ARTICLE IV

THE CENTER’S GOVERNANCE

4.1. Director.

A. Qualifications. The Center will have a Director appointed by the Dean of the SOM. The Director of the Center will be an employee of the University of Colorado (“the University”), and have an active, ongoing professional interest in neuroscience.

B. Appointment, Term, Removal and Replacement. Director is at-will position(s) that serve at the discretion of the Dean of the SOM (“Dean”) and the Chair of the Department of Neurology. Therefore, the Director will be appointed and may be removed by the Dean and Chair, at any time and for any reason.

C. Duties. The Director will report to the Chair of the Department of Neurology at the SOM and perform all duties assigned by the Dean. These duties are those associated with the role of Chief Operating Officer (“COO”) of the Center, including but not limited to (1) general and active control of the Center’s affairs and business, including oversight of the research directions of the Center; (2) general and active supervision of the Center’s agents and employees; (3) supervision of the annual budget and overall responsibility, for the fiscal affairs of the Center; (4) coordinating activities of the Center with the CCTSI.

4.2. Associate Directors.

A. Qualifications. The Associate Directors of the Center (“Associate Directors”) will be employees of the University, with active, ongoing professional interests and expertise in neuroscience. The Associate Directors will serve for an initial term of no more than five (5) years, unless otherwise removed as permitted in these bylaws, but may be re-appointed for additional terms. The CNS will have Associate Directors for the Neuroscience Program (Education), Basic/Translational Research (Research), and Philanthropy/Outreach (Outreach). Additional Associate Director positions may be created by the Executive Committee of the Center with the approval of the Chair of the Department of Neurology.

B. Appointment, Term Removal and Replacement. Associate Directorships of the Center are at-will positions, which serve at the discretion of the Director and may be removed and/or replaced by the Director at any time with the concurrence of the Chair of the Department of Neurology. The Associate Directors also serve at the discretion of the Chair of the Department of Neurology and, like the Director, may be removed at any time from their positions.

C. Duties. The Associate Directors will report to the Director and will perform all duties as assigned by the Director. The Director may ask an Associate Director to represent them at any Department or SOM activity or to serve as the Center’s COO in their absence. Each Associate Director will also have a primary functional responsibility in the area of Education, Research or Outreach. The Associate Directors will serve as members of the Center’s Executive Committee.

The Associate Director for the Neuroscience Graduate Program (ADNSP) will be responsible for fostering excellence in research in basic and translational neuroscience through education and training leading to the neuroscience Ph.D. The ADNSP will be responsible for managing the Neuroscience Graduate Training Program including coordinating curriculum, obtaining training grant support and recruiting students.

The Associate Director for Basic/Translational Research (ADBTR) is responsible for developing interdepartmental and cross-programmatic efforts in basic and translational neuroscience research. This will include coordinated programs in clinical, basic science and bioengineering. The ADBTR will be responsible for the management of the pilot grant program and scientific meetings at UCD. The ADBTR will be responsible for coordinating research activities with CCTSI.

The Associate Director for Outreach (ADO) will be responsible for raising community awareness of the current goals and challenges of clinical and basic neuroscience in general, with special emphasis on projects and trials that are ongoing in the School of Medicine. In addition the ADO will obtain philanthropic support dedicated to advancing the mission of the Center, will serve as the official liaison with the University of Colorado Foundation, and will coordinate public relations activities such as press releases and special events.

The Associate Director for Core Resources/Facilities (ADCRF) is responsible for all efforts related to the core services managed by the Center. The ADCRF will ideally be the Principal Investigator of an existing NIH-funded Core grant.

4.3. **Administrator.**

The Administrator of the Center will be an employee of the University with expertise in administration.

A. **Appointment, Term Removal and Replacement.** The Administrator of the Center is an at-will position which serves at the discretion of the Director. The Administrator may be removed by the Director at any time.

B. **Duties.** The Administrator will report to the Director and will perform all duties as assigned by the Director. The Administrator will work in collaboration with the Associate Directors and Director to provide logistical, financial, and other support to the Director and the Center.

This person will sit as an *ex officio* member of the Center's Executive Committee.

4.4. **Center Executive Committee.**

A. **Members of the Executive Committee.** Committee of the Center ("Executive Committee") will consist of an odd number of members to a maximum of thirteen: 1) Chaired by the Chair of the Department of Neurology; 2) the Director; 3) the Associate Directors; 4) Up to three Chairs from basic science departments involved in neuroscience research or their designates. 5) Up to three Chairs from clinical science departments involved in neuroscience research, other than Neurology, or their designates. 6) Up to two other members from CNS membership or a Director of a Center or their designate. Exofficio/non-voting members of the Executive Committee will consist of the CNS Administrator, the Associate Dean for Research Development, and the Vice Chancellor for Research.

B. **Duties.** The Executive Committee will have fiduciary responsibility for the oversight of the Center's activities and will also be responsible for approving eligibility of the Individual Members of the Center as defined in paragraph 5.1, and for approving the members of the Board of Directors. Decisions regarding these and other matters will be by majority vote of the Executive Committee.

C. **Appointment/Term.** The members of the Executive Committee, other than the Director, Associate Directors, and members designated because of their specific University appointment as a Chair or equivalent as described in Section 4.4A will serve renewable 2-year terms unless they resign or are removed as provided in paragraph 4.4.D below.

D. **Removal and Replacement.** The Individual Members of the Executive Committee may be removed by mutual agreement of the Director and Associate Directors at any time and for any reason. Upon the removal of the Director or Associate Director from his or her position as outlined in this document, that individual will automatically forfeit his or her position on the Executive Committee, but not his or her position as an Individual Member. Vacancies

resulting from resignation or removal of an Individual Member will be filled in the same manner as an initial appointment.

ARTICLE V

THE CENTER'S MEMBERSHIP

5.1. Individual Members.

A. Qualifications. Individual participants of the Center (“Individual Members”) must be students, postdoctoral fellows, residents or faculty of the University of Colorado, as well as the hospital affiliates of the SOM; including the University of Colorado Hospital, The Children’s Hospital, Denver Health Medical Center, the Denver VA Medical Center and National Jewish Hospital, interested in neuroscience. Individual Members must be actively involved in the conduct of clinical, research, or educational activities integral to the mission of the Center.

B. Appointment/Term. Persons may petition to become Individual Members using the Center’s website. These requests will be approved and appointed by a majority vote of the Executive Committee. Such voting may be done electronically. Individuals will remain Individual Members until they resign their membership from the Center or are removed as set forth in these bylaws.

D. Removal. Any Individual Member may be removed for cause by a majority vote of the Executive Committee.

E. Meeting with Membership. At least once yearly the Director and Associate Directors will present a report on the status of the Center to the members. This meeting will also serve to consult the membership on different issues concerning the Center.

5.2 Other Members. Other categories of membership can be added by the Executive Committee by majority vote.

ARTICLE VI

BOARD of DIRECTORS

6.1. Membership.

A. Mission. The Board of Directors of the Center will be composed of 12-15 community members who will serve as advisors and advocates for the Center. Personal and business partnerships are key to the success of the Center and the Board will help develop these critical relationships through their willingness to serve and their dedication to the mission of the Center.

B. Qualifications. Board members generally will be selected from business and civic leaders in Colorado, but also may include prominent members of the academy. Leading scientists external to the CU system also may be selected. The Director of the Center will be ex-officio members of the Board and the Associate Director for Philanthropy/Outreach will serve as the Chairman of the Board unless the Executive Committee determines otherwise.

C. Duties. The members of the Board of Directors will provide advice regarding how the center may best achieve its goal and vision, and will help facilitate the Center's relationships with the community, including appropriate fund-raising activities. The members of the Board of Directors will have no governance responsibility or appointing authority for personnel matters. The Board will conduct biannual meetings to review progress of the Center and to help develop strategic plans for the future. The Administrator for the Center will provide logistical and record keeping support for the Board.

D. Appointment/Term. The members of the Board of Directors will be nominated by the Associate Director (Outreach/Philanthropy) and confirmed by a majority vote of the Executive Committee subject to approval by the Center Director and Dean. Each member of the Board of Directors will serve overlapping 3-year terms unless that individual resigns or is removed, as otherwise set forth in these bylaws. A Director's position may be renewed through re-nomination and confirmation as described above.

E. Removal and Replacement. Any member of the Board of Directors may be removed at any time and for any reason by a majority vote of the Executive Committee.

6.2. Chairperson.

A. Duties. The Chairperson of the Board of Directors will initially be the Associate Director in charge of outreach, and s/he will preside over all Board of Directors meetings.

B. Appointment/Term. The appointment of the Chairperson of the Board of Directors will be achieved by a majority vote of the Board of Directors. The term of the Chair will be co-terminal with that of the Associate Director of Philanthropy/Outreach. Should the appointed Chair leave, resign or be removed, the position of Chair of the Board will become vacant and will require re-nomination and confirmation of a new or existing member of the Board of Directors.

C. Removal and Replacement. The Chairperson of the Board of Directors may be removed for any reason if there is a recommendation for removal by a member of the Board of Directors and approval by a majority vote of the Executive Committee. In the event the Chairperson resigns or is removed, a replacement will be elected by majority vote of the Board of Directors.

ARTICLE VII

PROVISIONS FOR CHANGING BYLAWS

7.1 Subject to applicable University policies, these bylaws or any part therein may be changed, amended, or repealed and new bylaws adopted by the Center after approval by a majority vote of the Executive Committee and approval by Chair of the Department of Neurology.

ARTICLE VIII

ADMINISTRATION AND FINANCE

8.1. Public Policy and Financing Strategies. The short-term financing strategies of the Center will include initial fundraising to provide partial salary support for the Director, the Associate Directors, an Administrator and seed money for the conduct of trainee research projects. The long-term financing strategies of the Center will include obtaining Federal and philanthropic monies to establish support for strengthening the Center through improvements such as space requirements due to growth of the Center and for endowments for the Director and Associate Director positions.

8.2. Fiscal Management & Review. Fiscal management will be carried out using UCD fiscal and administrative procedures. Pursuant to the University Administrative Policy Statement entitled “Procedures for the Establishment of Centers, Institutes, Laboratories and Bureaus” (“the Policy”), the budget officer for UCD will review this Center. The financial integrity of the Center will be the responsibility of the Chair of the Department of Neurology. Pursuant to the Policy, all Center deficits will be eliminated by the end of each fiscal year.

8.3. Fiscal Control Provisions. The Center will abide by all UCD, University of Colorado, and State of Colorado fiscal policies.

ARTICLE IX

REAUTHORIZATION OF THE CENTER

9.1 The period of the Center’s existence will commence with the date of its approval as an academic center in accordance with the Policy and will be renewed every year as part of normally scheduled program review of the parent unit or as a stand-alone review and formally re-authorized in accordance with the Policy.

ARTICLE X

MISCELLANEOUS PROVISIONS

10.1. Limitation of Activities. Notwithstanding any other provisions of these bylaws, the Center will not conduct or engage in any activities not permitted by the educational entity exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code. Furthermore, the Center will not conduct or engage in any activities prohibited by University policies.

10.2. Distribution of Assets. Upon the Center's termination, any assets remaining after payment, or provision for payment of its legitimate obligations, will be distributed as directed by appropriate University personnel in accordance with University policies and consistent with the University's tax exempt status.

10.3. Prohibition Against Private Inurement. No part of the Center's net revenue will inure to the benefit of, or be distributable to, its officers, advisors, staff, members, or other private persons except: 1) as reasonable compensation for services rendered; 2) as provided by in agreements concluded with funding parties or agencies in accordance with University policies and as approved by appropriate University personnel; and 3) as otherwise permitted by University policies consistent with the University's exempt status, including, but not limited to, policies related to intellectual property and technology transfer.