

Bylaws of the Small Modular Reactor Research and Education Consortium

Article I - Formation

Section 1 – Formation

The Small Modular Reactor (SMR) Research and Education Consortium (“Center”) is formed as part of Missouri University of Science and Technology (“University”), which is the University of Missouri’s Rolla campus and is subject to the rules and regulations of the University of Missouri. The University of Missouri-Columbia (“UMC”) shall operate a satellite center in support of the Center Objectives. Its mission is to conduct research and develop technologies, and develop and deliver educational material related to the design, construction and operation of SMRs. Center activities are to be consistent with the education, research, scholarship, service and economic development missions of the University of Missouri.

Section 2 – University Review

The University desires to ensure that the Center activities and programs are consistent with the missions of the University, accordingly the University will conduct a review of the Center three (3) years after formation and every five (5) years thereafter, the results and actions of this review will be shared with IAB and members.

Section 3 – Office

Center office is located at 305 McNutt Hall, 1400 N. Bishop Ave, Missouri University of Science and Technology, Rolla, MO 65409.

Article II - Membership

Section 1 – Membership

Consortium Members of the Center (“Members”) will support research and education projects at the Center (“Center Projects”) through annual membership fees as set forth in the Membership Agreement.

Section 2 – Membership Effectuation

Membership is effective after notification to the Board members, approval by the Center Executive Director, and the receipt of both an executed Membership Agreement and membership fees by the Center.

Section 3 – Payment of Membership Fees

Payment shall be made as noted in the Membership Agreement. Payments shall be made via hand delivery, wire transfer, overnight service, or U.S. mail as listed in Article VII of these Bylaws.

Section 4 – Termination of Membership

A Member may terminate its membership upon ninety (90) days written notice to the Center, provided, however, that Member shall never be entitled to a refund of any membership fees regardless of the length of the Membership.

Article III – Industrial Advisory Board

Section 1 – General

An Industrial Advisory Board (“IAB”) consisting of one representative of each Full Member shall advise the Center. The Industrial Advisory Board will annually, by majority vote, elect a chair who will receive and provide notices on behalf of the IAB and take other actions on behalf of the IAB as described in these Bylaws. The IAB shall be responsible for making key strategic decisions related to the overall direction of the Center; this shall include, for example, developing and reviewing the research strategy with a view toward meeting the agreed upon objectives of the Center.

Section 2 – Quorum

A majority of the voting points of IAB Full Members shall be necessary to constitute a quorum for the transaction of business. If, at any meeting of the IAB, there shall be less than a quorum present, a majority (by voting points) of those present may opt to adjourn the meeting, without further notice, until a quorum has been obtained.

Section 3 – Semi-Annual Meetings

Meetings of the IAB shall be held twice annually, at a location determined by a majority of the IAB representatives, at the prior meeting or, if an emergency precludes such regular designation, with as much advance notice as practicable. The business transacted at the semi-annual meetings shall include reviewing progress and results of existing Center projects, reviewing and selecting new project proposals for funding recommendation to the Executive Director, developing strategic directions for the Center, and such other business as properly may be brought before the meeting.

Section 4 – Special Meetings

Special Meetings of the Center may be called by the Executive Director or by Members representing seventy-five percent (75%) of the voting points. Upon the written request of any persons entitled to call a special meeting, it shall be the duty of the Executive Director to send out notices of the meeting, to be held in such a place and at such a time as may be fixed by the IAB, but not more than sixty (60) days after receipt of a valid request by the Members. If the IAB fails to specify a time or place, the meeting shall be held at a time and place as be determined by the Executive Director within the above limits.

Section 5 – Notice of Meetings; Waiver

Each Member entitled to attend any meeting shall be given in person, or by U.S. mail, or by e-mail, or by facsimile transmission, written notice of the purpose(s), and the time and location of every meeting. This notice shall be delivered no fewer than ten (10) days before the meeting. Notices are deemed delivered at the time of mailing.

Section 6 – Closing of Membership Roll; Record Date

In order to compile a listing of Members of the IAB who are entitled to notice of meetings, to vote at a meeting or its adjournment, or to make a determination of the Membership Roll for any other proper purpose, the Executive Director may order that new memberships not be accepted for a period not to exceed thirty (30) days prior to any action requiring clear understanding of the composition of the Membership Role. If the purpose of this period is to determine the number of members entitled to notice of a meeting and to vote at such meeting, the Membership Roll shall be closed at least ten (10) days preceding such meeting.

Section 7 – Presiding Officer

Meetings of the Center shall be presided over by the Executive Director, or, if he/she is not present, by his/her designee.

Section 8 – Voting

Except as otherwise provided in the Membership Agreement or these Bylaws, at every meeting of the Center, each Full Member shall have 100 voting points in person or by proxy for each membership registered in that Member's name on the Membership Roll. For non-proposal issues each Full Member shall have one vote. A Full Member may vote via a written proxy signed by an authorized representative of the Member and delivered to the Executive Director or his/her designee. No proxy shall be valid after six (6) months from the date of its execution unless a longer period is expressly provided.

Section 9 – Membership Role

A complete list of the Associate Members, and Full Members entitled to participate in a given meeting, arranged in alphabetical order, listing their membership status, shall be prepared and maintained by the Center. This list shall be kept on file for a period of at least seven (7) days prior to the meeting at the Center and shall be subject to inspection during usual business hours by any Member.

Section 10 – Committees

- a. The IAB may appoint the committees it may deem appropriate. Each committee shall consist of representatives of at least three (3) Members of the IAB. Each committee shall have and may exercise any powers that are validly conferred or authorized by the IAB. A majority of each committee may determine its action and may fix the time and place of its meetings, unless provided otherwise by the IAB. The IAB shall have the power at any time to fill committee vacancies, to increase or decrease the number of committee members, and to discharge any committee. Committee renewal or termination will normally be considered at each IAB meeting.

- b. Each committee shall keep a written record of its acts and proceedings and shall submit that record to the IAB at each regular meeting and at any other times as requested by the IAB. Failure to submit the record will not, however, invalidate such action to the extent it has been carried out by the Center prior to the time the record of such action was or should have been submitted to the IAB as provided.

Article IV – Officers

Section 1 – Number and Type

The Officers of the Center shall include an Executive Director and the UMC site director.

Section 2 – Duties

The Executive Director shall preside at all meetings of the IAB and shall:

- a. have general active management of the business of the Center and shall take under advisement all resolutions of the IAB; and
- b. perform all duties related to daily oversight of the Center.

The UMC Site Director shall:

- a. serve as the liason with all UMC faculty, staff and students, and
- b. work with the Executive Director to grow the Consortium and achieve the center objectives.

Article V – Center Projects

Section 1 – Center Projects

Project selection will be made at regularly scheduled semi-annual meetings of the IAB by the vote of Full Members as described in Article III, Section 8. Projects for consideration will be presented by the Executive Director based on proposals submitted by University Researchers. It is expected that proposal collaboration will occur among Members and University Researchers who will perform the Project work.

Article VI – Fiscal Management

Section 1 – Fiscal Year

The fiscal year of the Center shall be from July 1 to June 30.

Article VII – Notices

All Notices under these Bylaws shall be in writing and deemed effective upon receipt. Notices shall be sent to the following address.

Dr. K. Krishnamurthy, Vice Provost for Research
Missouri University of Science and Technology
202 Centennial Hall
300 West 12th Street
Rolla, MO 65409-1330
Telephone: 573-341-4134
Facsimile: 573-341-4126
Email: research@mst.edu

Article VIII – Amendment of Bylaws

The Executive Director shall have the power to amend, alter, or repeal these Bylaws and to adopt new Bylaws by an affirmative vote (according to Article III, Section 8) of fifty-one percent (51%) of the IAB, provided that notice of the proposal to make, alter, amend, or repeal the Bylaws was included in the notice to the IAB of a meeting at which such action takes place and provided that such amendment or alteration shall not contravene any applicable policy or procedures of Missouri University of Science and Technology and the University of Missouri System. If the alteration or amendment is made during a special meeting, at the Semi-Annual meeting subsequent to any such action by the IAB in such special meeting, the Members, by a majority vote of those present and entitled to vote, shall have the power to alter or repeal the newly adopted Bylaws or to restore to their original status Bylaws which the IAB may have altered or repealed, and the notice of such Members' meeting shall include notice that the Members will be called on to ratify such action taken with regard to the Bylaws.