

LIFE SCIENCES DISCOVERY FUND AUTHORITY
BY-LAWS
February 8, 2016

ARTICLE I - PURPOSE AND AUTHORITY

1.0 The purpose and authority of the Life Sciences Discovery Fund Authority (LSDFA) is set forth in RCW 43.350.005 and 43.350.020.

ARTICLE II - MEMBERSHIP AND TERMS

2.0 In accordance with RCW 43.350.020, the powers of the LSDFA shall be exercised by a Board of Trustees (Board), consisting of four members appointed by the legislature and seven members appointed by the Governor, with the consent of the senate.

2.1 The terms of the Trustees, other than the Chairperson, shall be four years from the date of their appointment. The Chairperson shall serve at the pleasure of the Governor, for a term to be determined by the Governor.

2.3 A member whose term has expired but whose successor has not been appointed may continue to serve until replaced.

ARTICLE III - OFFICERS

3.0 The officers of the LSDFA shall be the Chairperson, the Treasurer and the Secretary.

3.1 Officers, other than the Chairperson, shall be elected at the first meeting of each calendar year.

3.2 The Secretary and Treasurer shall be elected to terms of one year and shall not serve more than two consecutive terms in the same office.

ARTICLE IV - MEETINGS

4.0 The Board shall meet at least semi-annually, with the time and place of meetings for the upcoming year to be determined at the last quarterly meeting of the current year. Notice of all meetings shall be given in accordance with the Open Public Meetings Act, RCW 42.30.

The Chairperson may cancel or reschedule meetings as necessary. Notice of such changes shall comply with the provisions of the Open Public Meetings Act, and shall be given as soon as practicable, but in no event less than twenty-four hours before a rescheduled meeting, to the Executive Director and Trustees.

4.1 Additional meetings may be convened by the Chairperson or at the request of a majority of Trustees.

4.2 The Chairperson, together with the Executive Director, shall develop the agenda for meetings. In developing the agenda, the Chairperson shall consider the requests of other Trustees, any discussion or actions taken at a prior meeting, the requests of the Executive Director, and requests by committees or task groups. The agenda may include a time for public presentations approved by the Chairperson pursuant to section 6.0 below.

4.3 The Chairperson shall preside over the meetings. If the Chairperson is not able to attend a meeting or has reason to recuse him/herself from the meeting or a portion of the meeting, the Chairperson may delegate this responsibility to another Trustee.

4.4 Meetings may be conducted in person, by teleconference, by video-conference, or by such other means as are authorized by law. Trustees are encouraged to attend in person.

4.5 Trustees are encouraged to be regular in their attendance and may not appoint a designate to substitute for their participation. The Chairperson shall report to the Governor any problems related to attendance, especially if such problems make it difficult to achieve a quorum to conduct the business of the LSDFA.

4.6 Non legislative trustees may be reimbursed for travel expenses associated with LSDFA business in accordance with allowances prescribed under RCW 43.03.050 and 43.03.060 and may receive up to \$50 in compensation for each day during which the member attends a board meeting or performs statutorily prescribed duties approved by the chairperson as allowed under RCW 43.03.240.

4.7 Robert's Rules of Order shall govern the meetings of the LSDFA, unless otherwise provided by law. The Chairperson may take appropriate measures to limit debate to facilitate the orderly conduct of the business of the LSDFA.

ARTICLE V - BOARD ACTION

5.0 A quorum consists of seven Trustees. If a quorum is present at the beginning of a meeting, the Board may continue to discuss issues related to agenda items in the absence of a quorum. No final action may be taken by the Board unless a quorum is present. It is provided, however, that less than a quorum of the Trustees can take action on a proposal pending before LSDFA for funding where the quorum cannot act on a particular proposal as a result of the need for Trustees to recuse themselves pursuant to the conflict of interest policy adopted by the Board and referenced herein.

5.1 Subject to section 5.0 above, final actions shall be approved by a majority of the Trustees present at the meeting, with votes taken by voice or, if requested, by a show of hands.

5.2 In certain situations where a quorum has participated in discussion of an item at a public meeting, but the Board believes additional information is required to make a decision, the Board may direct the Executive Director to obtain the requested information, convey the information to the Trustees, set a time for another meeting at which action can be taken, and obtain a proxy from Trustees who are unable to attend the meeting at which action will be taken. The proxy votes shall be cast publicly by the Executive Director on behalf of the absent Trustees. This procedure shall be used sparingly when: 1) time is of the essence, 2) a consensus has been reached after discussion at the prior meetings, conditioned on the receipt of additional information, and 3) it is impractical to obtain a quorum in short order for another meeting.

5.3 The Board may appoint committees and task groups to consider issues and bring recommendations to the entire Board. The Board may delegate authority to act on behalf of the Board to committees as authorized by law. All committees and task groups are subject to the requirements of the Open Public Meetings Act when they take action on behalf of the Board, conduct hearings, or take testimony or public comment. The Chairperson may delegate Chairperson duties and authority to any Trustee.

ARTICLE VI - PUBLIC PARTICIPATION

6.0 Public attendance is encouraged. Members of the public who wish to address the Board should make such requests in writing to the Executive Director at least seven business days prior to the meeting. The Chairperson, in consultation with other officers and the Executive Director, shall determine whether a presentation to the Board shall be allowed. If the Chairperson determines that an oral presentation cannot be allowed at the next meeting, he/she shall accept written submissions in lieu of a presentation for consideration by the Board or suggest an alternate meeting date for the presentation.

6.1 In addition to the presentations described in section 6.0 above, and consistent with the need for orderly conduct of the meetings, the Chairperson may, from time to time, allow an opportunity for attending members of the public to make oral comments or participate in the discussion of items before the Board. This decision is solely in the discretion of the Chairperson.

ARTICLE VII - PERSONNEL DECISIONS

7.0 Pursuant to its authority to hire staff, the Board shall meet in Executive Session from time to time to review the performance of staff.

7.1 The Board shall review the performance and compensation of the Executive Director at the first meeting of each calendar year.

7.2 The Board may delegate the hiring and evaluation of staff to the Executive Director. The Executive Director shall establish a schedule for staff reviews with the

goal of ensuring that each member of the staff receives an evaluation and salary review on an annual basis. The Board may delegate salary adjustment decisions to the Executive Director.

ARTICLE VIII – ETHICS AND CONFLICT OF INTEREST POLICY AND CONFIDENTIALITY POLICY

8.0 The Board shall adopt an ethics and conflict of interest policy and a confidentiality policy. Each trustee shall comply with the policies and complete all documentation required by the policies.

ARTICLE IX – EXPENDITURE AUTHORITY

9.0 The Board may delegate expenditure authority to the Executive Director, in consultation with the Chairperson, for operational expenditures (with the exception of real estate leases).

ARTICLE X – AMENDMENTS

10.0 The LSDFA Bylaws may be amended or repealed upon a majority vote of the Board.