

**AMENDED AND RESTATED BYLAWS
OF THE MARINE BIOLOGICAL LABORATORY**

ARTICLE I—THE CORPORATION

A. The name of the corporation shall be The Marine Biological Laboratory (the “Corporation”). The Corporation’s purposes are as set forth in its Articles of Organization as in effect from time to time.

B. . The Corporation shall not discriminate on the basis of age, religion, color, race, national or ethnic origin, sex, or sexual preference, disability, veteran status or other protected classes under the law in its activities or operations, including but not limited to its employment, research and educational activities.

ARTICLE II—CORPORATE MEMBER

A. The sole member of the Corporation shall be the University of Chicago (the Corporation) shall have all the powers listed below (collectively, the “Reserved Powers”).

1. Positive Reserved Powers. The Corporate Member shall have the power to take the following actions on its own initiative after prior consultation with the Board of Trustees of the Corporation (the “Board of Trustees”):

of Trustees;

- (b) appoint and remove, or establish or modify the compensation of, the Corporation’s President/Director (the “President/Director”);
- (c) amend the Articles of Organization or Bylaws of the Corporation;

(d) cause the

(e) the sale, lease, exchange, or other disposition of all or substantially all of the Corporation's assets.

4. Notwithstanding the Corporate Member's Reserved Powers under Article II(B), during the five-year period immediately following the First Five-Year Period (the "Second-Five Year Period"), the Corporate Member may effect or approve a Fundamental Business Transaction, except the Fundamental Business Transaction described in Article II(C)(3)(a), if such Fundamental Business Transaction receives the affirmative vote of at least two-thirds (2/3) of Trustees of the Corporation then in office, or a greater percentage thereof as may be required by law, the Corporation's Articles of Organization, or these Bylaws, at a meeting of the Board of Trustees at which there is a quorum.

5. After the Second-Five Year Period, the Corporate Member may approve a Fundamental Business Transaction after prior consultation with the Board of Trustees.

D. . Any action to be taken by the Corporate Member shall be deemed duly authorized when taken by the Board of Trustees of the Corporate Member (the "Corporate Member's Board"), by the Executive Committee of the Corporate Member's Board, or by the Corporate Member's President.

ARTICLE III—BOARD OF TRUSTEES

A. There shall be a Board of Trustees of the Corporation which, subject to the Corporate Member's Reserved Powers, shall have fiduciary responsibility for and authority over the affairs and property of the Corporation, and shall exercise on behalf of the Corporation all lawful powers and duties of the Corporation under the laws of the Commonwealth of Massachusetts, except to the extent otherwise provided by law, the Articles of Organization, or these Bylaws. Each Trustee shall exercise and discharge the powers and duties of his or her office in good faith with that degree of diligence, care and skill that a prudent person in any like position would ordinarily apply in similar circumstances, and shall take all steps required for assuring that the Corporation is and remains an organization Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code"). The Board may adopt a policy providing for the reimbursement of Trustee expenses reasonably incurred by them in the performance of their duties.

B. .

1. The Board shall include up to forty-seven (47) Trustees appointed by the Corporate Member. Trustees shall be divided into four classes, three of which shall contain twelve (12) Trustees and one of which shall contain eleven (11) Trustees, with one

class to be appointed each year to serve for a term of four (4) years. Such classes of Trustees shall be designated by the calendar year at the end of which their respective terms shall expire. The Corporate Member may adjust the number of Trustees in each class when vacancies exist.

2. The President/Director shall serve as an _____, voting member of the Board. The Corporate Member's Provost shall serve as an _____, non-voting member of the Board.

3. The Nominating and Governance Committee shall, in its sole discretion, make nominations to the Board of Trustees for Trustee appointments. The Board of Trustees shall pass such nominations, if approved, to the Corporate Member for its acceptance or rejection. The Corporate Member may also appoint Trustees who have not been nominated by the Nominating and Governance Committee.

C. The normal trustee term shall be four (4) years commencing on July 1 immediately following appointment. Trustees who were appointed to terms commencing January 1 shall end their term on June 30 of the fourth year of their term and their term shall be considered a full term. Any Trustee who has been appointed to an initial four (4)- year term shall be eligible for appointment for two additional four (4)-year terms for a maximum of three (3) consecutive four (4)-year terms. If appointed to a partial term to fill a vacancy, the maximum consecutive years of service including full terms and partial terms is not to exceed fifteen (15) years. Notwithstanding the foregoing, in certain circumstances, a Trustee may be appointed to serve additional four (4)-year terms, such as during periods of transition or special need, as determined by the Corporate Member, so long as the Trustee's total lifetime service does not exceed twenty-three (23) years.

D. . Any Trustee may be removed from office with or without cause by the Corporate Member.

E. . Any Trustee may resign from the Board by delivery of a written resignation to the President/Director, the

time and place as may be designated. The Chairperson of the Board, when present, shall preside over all meetings of the Trustees.

2. Notice of Meetings. Notice of any meeting of the Board shall be given by sending notice of the date, time, location, and purpose of such meeting to the Corporate Member and each Trustee at his or her address as shown on the records of the Corporation, at least seven (7) days prior to the date of the meeting. Delivery of such notice may be made by U.S. Mail, facsimile, electronic mail or other reasonably accepted forms of in-person or written communication or delivery.

3. Waiver of Notice. Notice of a meeting need not be given to any Trustee if such Trustee has received notice of such meeting by any other means.

meetings of the Board at which he or she is present. The Vice Chairperson shall perform the duties and exercise the powers of the Chairperson in the absence or disability of the Chairperson. Notwithstanding Article III(C), regardless of the length of service prior to appointment as Chairperson, the Chairperson shall be eligible for appointment to two four-year terms, consecutive or non-consecutive, commencing as of the date of his or her appointment as Chairperson.

J. A Trustee who has served at least two (2) full four (4)-year terms and leaves the Board in good standing may be elected a Trustee Emeritus. In exceptional instances, based on a determination that the Trustee has rendered truly distinguished service to the Corporation, a Trustee who has served only one full four (4)-year term may be elected a Trustee Emeritus. Elections to Trustee Emeritus can be made annually at the last Board meeting of the fiscal year upon recommendation by the Nominating and Governance Committee. The election of a Trustee to the position of Trustee Emeritus will create a vacancy on the Board. Trustees Emeriti do not attend meetings of the Board or its standing committees. Trustees Emeriti shall not be members of the Board, and shall not have the privilege of voting or of holding any office which is filled by election or appointment from among the members of the Board. Trustees Emeriti shall not be counted in determining the number of Trustees required to constitute a quorum nor in determining the presence of a quorum at meetings of the Board.

A. There shall be an Executive Committee of the Board composed of the chairpersons of the several standing committees established by the Board and up to two (2) additional Trustees, together with the Chairperson and Vice Chairperson of the Board and the President/Director of the Corporation. The Executive Committee shall have and may exercise all the powers of the Board except those powers specifically withheld, from time to time, by vote of the Board or by law. The Executive Committee may also appoint such standing and ad hoc committees of Trustees, as it may, from time to time, approve to make recommendations with respect to matters to be acted upon by the Executive Committee of the Board. The Chairperson and Vice Chairperson of the Board shall act as Chairperson and Vice Chairperson, respectively, of the Executive Committee. The Executive Committee shall meet at such times and places and upon such notice as it shall establish by its rules, and shall keep appropriate minutes of meetings. In addition to its other powers, the Executive Committee shall

E. . There shall be a committee of the Board responsible for fundraising matters for the Corporation, including, but not limited to, working with management to identify and seek sources of donor support, and recommending to the Board the conduct of fundraising campaigns, the establishment of fundraising goals, a gift-acceptance policy, the donor-recognition standards, and the initiation of an audit of any fundraising activity.

F. Any action required or permitted to be taken at any meeting of the Executive Committee or any other committee created by the Board may be taken without a meeting if all members of such committees consent to the action in writing and such written consents are filed with the records of meetings. Members of the Executive Committee or any other committee created by the Board may also participate in any meeting by means of a telephone conference call, or otherwise take action in such a manner as may, from time to time, be permitted by law.

ARTICLE V—OFFICERS

A. . The officers of the Corporation shall consist of the President/Director, Chief Operating Officer, Director of Finance, and Secretary and such other officers as the Corporate Member may recommend. If permitted by law, any two or more offices may be held by the same person.

B. The Corporate Member shall appoint the President/Director, and Secretary, and each such officer shall serve at the pleasure of the Corporate Member. The Corporate Member may remove the President/Director and Secretary at any time, with or without cause (subject to contractual rights, if any). The President/Director shall, after consultation with the Corporate Member, appoint the Chief Operating Officer and the Director of Finance, and each such officer shall serve at the pleasure of the President/Director. The President/Director may, after consultation with the Corporate Member, remove the Chief Operating Officer, and Director of Finance at any time, with or without cause (subject to contractual rights, if any).

C. The officers shall have the following enumerated powers and duties, and in addition shall have such powers and duties customarily incident to the named office and as may be determined from time-to-time by the Corporate Member, with respect to the President/Director and Secretary, and by the President/Director, with respect to other officers.

1. President/Director. The President/Director shall, subject to the direction of the Corporate Member's President and to the terms of any contract with the Corporation, have general supervision of and control of the business of the Corporation. The President/Director shall report periodically to the Board on the state of the Corporation's

operations, finances and affairs. In the absence or disability of the President/Director, the Corporate Member may designate another individual to perform the duties and exercise the powers of the President/Director.

2.

C. . The Speaker of the MBL Society shall call the annual meeting of the Members on such date, time, and location as the Speaker may deem appropriate. The Speaker of the MBL Society shall preside at all meetings of the Members. Meetings of the Members shall be conducted in accordance with procedures adopted by the Members from time to time.

D. There shall be a Science Council, which shall consist of not more than fifteen (15) scientists elected by the Members in accordance with Science Council Policies (as defined below). The Science Council shall report to the Members and shall, upon the President/Director's request, advise the President/Director with respect to matters concerning the Corporation's mission and its scientific and instructional endeavors. The Chairperson of the Science Council shall be elected in accordance with Science Council Policies. The President/Director, and/or his or her designee, and the Speaker shall each be , non- voting members of the Science Council. For purposes of these Bylaws, "Science Council Policies" shall mean the policies developed by the MBL Society regarding the composition, election, and term of the members of the Science Council, together with such other Science Council powers and duties as the MBL Society deems appropriate, consistent with these Bylaws.

E. . The President/Director, in consultation with the Science Council, may create and disband advisory committees, which shall consist of those Members and other persons as the President/Director shall appoint, to provide scientific and educational advice to the President/Director and the Science Council, and to otherwise serve the interests of the Corporation.

ARTICLE VII—SUPPORTERS OF THE CORPORATION

The Corporation may create unincorporated groups of individuals and organizations to support the affairs of the Corporation which shall be organized and operated under the general supervision and authority of the Board of Trustees. Notwithstanding anything to contrary herein, members of such unincorporated groups shall not have any membership rights in the Corporation under Massachusetts General Laws Chapter 180, the Articles of Organization of the Corporation, or these Bylaws, all as in effect from time to time.

ARTICLE VIII—INDEMNIFICATION OF MEMBERS, TRUSTEES AND OFFICERS

The Corporate Member and each Trustee and officer (and the heirs, executors, and administrators of any such person) shall be indemnified by the Corporation against reasonable costs and expenses incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which he/she/it may be made a party by reason of his/her/it being or having been the Corporate Member or a Trustee or officer, except in relation to any actions, suits or proceedings in which he/she/it has been adjudged liable because of willful misfeasance or gross negligence in the

conduct of his/her/its office. In the absence of an adjudication that expressly absolves the Corporate Member, Trustee or officer of liability to the Corporation for willful misfeasance or gross negligence in the conduct of his/her/its office, or in the event of a settlement, the Corporate Member and each Trustee and officer (and the heirs, executors and administrators of any such person) shall be indemnified by the Corporation against payments made, including reasonable costs and expenses; provided, however, that such indemnity shall be conditioned upon the prior determination by a two-

ARTICLE XI—MISCELLANEOUS PROVISIONS

A. Except as otherwise determined by the Board or the Corporate Member, the fiscal year of the Corporation shall end on June 30th of each year.

B. . Unless otherwise determined by the Board, the Corporation may have a seal in such form as the Board may determine from time to time.

C. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized by the Corporate Member, or the Board, subject to the Reserved Powers of the Corporate Member in Article II.B., to be executed by an officer of the Corporation in its behalf shall be signed by the President/Director, Chief Operating Officer, or the Director of Finance except as the Corporate Member or the Board may generally or in particular cases otherwise determine. A certificate from the Secretary shall be conclusive evidence of any action taken by the Board or any officer or representative of the Corporation, as to all persons who rely thereon in good faith.

D. The original, or attested copies, of the Articles of Organization, Bylaws, and records of all meetings of the Board shall be kept in the Commonwealth of Massachusetts at the principal office of the Corporation, or at an office of the Corporation's Secretary or resident agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any Trustee for any proper purpose, but not to secure a list of Trustees for a purpose other than in the interest of the applicant, as a Trustee, relative to the affairs of the Corporation.

E. . All