



Bylaws of the California NanoSystems Institute at University of California, Los Angeles

Section 1 Mission Statement

The California NanoSystems Institute fosters interdisciplinary collaborations in nanoscience and nanotechnology research; trains the next generation of scientists, educators and technology leaders; and facilitates partnerships with private industry, fueling the economic needs and social well-being of California, the United States and the world.

Section 2 Structure of CNSI

The CNSI was established as one Institute at two campuses, UCLA and UCSB. These Bylaws pertain to the operation of the Institute on the UCLA campus and all references to "Director" in these Bylaws means the UCLA Director.

Section 3 Campus Reporting Structure

The CNSI shall report to the Chancellor through the Executive Vice Chancellor.

Section 4 Voting

4.1 Voting by Institute Membership

Except as otherwise provided in the Bylaws, any provision of these Bylaws which expressly requires the vote or written consent of the Membership before an action by the Institute may be undertaken, shall require the approval of the specified percentage of Members, as described in these Bylaws.

4.2 Quorum of the Members

Except as otherwise provided in these Bylaws, the presence in person or by proxy of at least fifty-one percent (51%) of the Membership shall constitute a quorum.

4.3 Majority of Quorum

Unless otherwise expressly provided in these Bylaws, any action which may be taken by the Institute may be taken by a majority of a quorum of the Members of the Institute.

Section 5 Members

5.1 Membership Categories

5.1.1 Full Members must hold a ladder faculty position at UCLA, participate in research activities consistent with the CNSI mission, and contribute actively to the continued growth of the CNSI. New applicants will be required to demonstrate commitment to the CNSI by serving for a probationary period of one year before acquiring voting rights of Full Members. As used herein, the term "Member" shall refer to faculty who have FTEs exclusively in their home departments or whose FTE is shared with the CNSI, equally.



- 5.1.2 Affiliate Members are not required to hold a ladder faculty position at UCLA and there is no requirement to dedicate time to the CNSI. This category is for those who wish to be made aware of CNSI activities and participate as their interest and time permits. Affiliate Members are not required to renew their membership annually and may remain an Affiliate Member indefinitely.
- 5.1.3 Visiting Members are those scholars from other universities or industry that will be working collaboratively with the Members and/or in the building. Visiting Members shall have the same rights as Full Members, with the exception of voting rights, including, but not limited to: use of Core laboratories at the member's recharge rates, invitation to all CNSI sponsored events, library access, auditing courses and seminars.
- 5.1.4 The Institute shall use its best efforts to recruit and maintain a membership of "equal balance," i.e., approximately one-third from the faculty of the College of Letters and Science, one-third from the School of Engineering and one-third from the School of Medicine.

5.2 Membership Requirements

The requirements to continue Full Member status are to be set by the Membership Committee (see Section 8.3).

5.3 Membership Meetings

The Director shall call a regular meeting of the full membership on a semi-annual basis, making best efforts to hold such meetings each June and December. At such meetings, the Director shall provide a State of the Institute report to the membership.

Additional meetings may be called as set forth in sections 7.6 and 7.7, below.

5.4 Members Rights

Members are vested with the following rights:

- 5.4.1 Access to Core facilities; as demand for Core usage becomes greater than Core capacity, the Core Committee will set policy on access;
- 5.4.2 Access to interaction space, including the theater, lobby, conference rooms and interactive space; as demand for reservation of interaction space becomes greater than its capacity, the Building Committee will set policy on access;
- 5.4.3 Administrative support on Institute research-related grants, both pre- and post-award;
- 5.4.4 Administrative support for CNSI-related activities, including, planning and staffing of CNSI-related events, including workshops, symposia and conferences, increasing CNSI Member visibility, including advertising and publicity; operating CNSI-related training grant programs; arranging CNSI-related travel and reimbursement; preparing, submitting and renewing visas for CNSI-related personnel and visitors; and forging new CNSI-related relationships with industry; and
- 5.4.5 Vote on recruitment of new CNSI faculty as defined in section 8.8 below.



Section 6 Director

6.1 Appointment

6.1.1 Term

The Chancellor shall appoint Director for a term of up to five (5) years, which is subject to renewal, upon consultation with the Deans of the College of Letters and Science, the School of Engineering and the School of Medicine. In the event that a Director does not complete an appointed term of service, the Chancellor shall appoint an Interim Director to serve until a new permanent Director is appointed.

6.1.2 Early Termination

The Director may be removed prior to the expiration of his/her term of office for cause by the Chancellor in consultation with the Members. The Members may cast a vote of no confidence pursuant to section 4 above, which shall be conveyed to the Chancellor for action. A vote of two-thirds of the membership is required for such action.

6.2 Powers and Duties

The Director has the power and duties necessary to govern and manage the affairs of the Institute and may do all such acts and things as are not by these Bylaws directed to be exercised and done by the Members. The Director shall serve as the Chair of the Executive Committee. The Director shall not enter into any contract for a term in excess of one (1) year, without the approval of the Executive Committee or the Members of the Institute. It is expected that the Director will work towards building consensus among the Executive Committee members. When the Director rejects a majority vote of the Executive Committee, he/she must justify that decision to the membership.

The Director, in consultation with the Deans, shall select two Associate Directors, each representing one of the other two (2) Schools not represented by the Director. The Chancellor shall appoint the Associate Directors for a term of up to three (3) years, subject to renewal.

6.3 Associate Directors

Each Associate Director shall have the general administrative powers and duties as assigned by the Director. Associate Directors shall be appointed by the Chancellor pursuant to Section 6.2 above. If serving as a member of the Executive Committee when appointed by the Chancellor, the new Associate Director shall give up his or her elected position on the Executive Committee and an election shall be held to select a replacement Executive Committee member from the same discipline under section 7.2.7 below.

Section 7 Executive Committee

7.1 Number and Qualification

7.1.1 Voting Members

It is intended that the Executive Committee form a partnership with the Director such that major decisions are reached in consensus with the Executive Committee. Each committee member must be a CNSI Member in good standing. The Executive Committee shall be



comprised of the following eleven (11) voting Members: Director; two (2) Associate Directors; two (2) Members representing the College; two (2) Members representing the School of Engineering; two (2) Members representing the School of Medicine; one (1) Member at large drawn from all Members; and one (1) Core Laboratory Technical Director representing the interests of the Core facilities to be elected by the Core Laboratory Technical Directors. The Director of the Institute shall Chair the Executive Committee.

7.1.2 Non-Voting Members.

The Executive Committee shall also include the following non-voting members, appointed by the Director: One (1) Graduate Student representing the interests of the graduate students in the laboratories of the Members, to be elected by said graduate students for a term of one (1) year; one (1) Postdoctoral researcher representing the interests of the postdocs in the laboratories of the Members, to be elected by said postdocs for a term of one (1) year; and the Managing Director.

7.2 Election and Term of Office

- 7.2.1 The Executive Committee shall be elected by secret written ballot of the Members. At the first annual meeting of the Members, all positions on a new Executive Committee shall be filled by vote of the Members as provided in these Bylaws.
- 7.2.2 For the first election, the Interim Executive Committee shall identify candidates for the Executive Committee. Nominations and self-nominations shall also be accepted. For nominations, a member must also certify that the nominee has agreed to serve, if elected. Nomination forms shall be made available to all members.
- 7.2.3 Initial Four Year Term; Subsequent Three Year Term: Two members, each representing the College and the School of Engineering, respectively, and garnering the greatest number of votes shall be elected for a term of four years. When these positions come up for election in four years, the subsequent terms shall be voted in for a period of three years.
- 7.2.4 Initial Three Year Term; Subsequent Three Year Term: The Member representing the School of Medicine and the At-Large Member, each with the highest number of votes shall be elected for a term of three years. The Member representing the School of Engineering with the second highest number of votes shall be elected for a term of three years. When these positions come up for election in three years, the subsequent terms shall be voted in for a period of three years.
- 7.2.5 Initial Two Year Term; Subsequent Three Year Term: The Member representing the College and School of Medicine, each with the second highest number of votes shall be elected for an initial term of two years. The Technical Director representative with the highest number of votes shall be elected for a period of two years. When these positions come up for election in two years, the subsequent terms shall be voted in for a period of three years.
- 7.2.6 Each term year shall be by calendar year. Subsequent to the initial term, voting shall be held annually in December.
- 7.2.7 Vacancy of any Executive Committee Member shall be filled to complete the term by direction of the Executive Committee, who shall determine whether to proceed by



election or appointment. If a vacancy of a duration less than one Quarter, the absent member may select his/her replacement for a term of up to one Quarter.

7.3 Voting by the Executive Committee

7.3.1 Quorum

Except as otherwise provided in these Bylaws, the presence in person by at least a majority of the voting members of the Executive Committee, shall constitute a quorum of the Committee. The Executive Committee may act by the affirmative vote of five (5) members if less than ten (10) participate and six (6) members if ten (10) or eleven (11) members participate in any vote.

7.3.2 Voting

Committee members may vote at a duly called meeting of the Executive Committee or by email 48 hours prior to such meeting. Any Committee Member may move for a full vote of the entire Executive Committee and such motion will move the matter to an email vote of all of the Committee Members. If one hundred percent (100%) of the Committee Members do not vote by email in such special cases, the majority of those voting shall constitute sufficient votes, so long as a quorum is met per section 7.3.1.

7.4 General Powers and Duties

The Executive Committee is vested with, and responsible for, the following general powers and duties:

- 7.4.1 Review regular reports from Standing Committees for approval and further action;
- 7.4.2 Review regular reports from the Director;
- 7.4.3 Entertain significant motions and consider amendments to these Bylaws as suggested by the members;
- 7.4.4 Establish and oversee standing and ad hoc committees, as necessary;
- 7.4.5 Convey recommended action to the Director;
- 7.4.6 Review and discuss with the Director, at regular meetings of the Executive Committee, the governance and management of the affairs of the Institute; and
- 7.4.7 Prepare minutes and report same to the Members after each meeting.

7.5 Special Powers and Duties

Without prejudice to such foregoing general powers and duties and such powers and duties as set forth in Section 7.4 above, the Executive Committee is vested with, and responsible for, the following powers and duties:

- 7.5.1 Select, appoint and remove Standing Committee members, and prescribe such powers and duties as may be consistent with these Bylaws;



- 7.5.2 Make and enforce rules and policies consistent with the Mission and these Bylaws, as the Committee may deem necessary or advisable;
- 7.5.3 Enforce the provisions of these Bylaws, the rules and policies of the Institute;
- 7.5.4 Keep, or cause to be kept, a complete record of all acts and affairs of the Institute and to present a statement thereof to the Members on a minimum annual basis;
- 7.5.5 Endorse Memoranda of Understanding entered into with best institutions worldwide;
- 7.5.6 Remove committee members, increase or decrease the number of members of a committee, and/or termination of the existence of a committee;
- 7.5.7 Remove any Executive Committee Member who does not participate, as required by these Bylaws. A vacancy shall be filled at a special meeting of the Members and the new Committee Member shall be selected from the same School as the removed Committee Member; and
- 7.5.8 Establish voting procedures to implement Section 4 above.

7.6 Regular Meetings of the Executive Committee

Regular meetings may be held at such time and place within the Institute as shall be determined, from time to time, by a resolution adopted by the Executive Committee; provided, however, that such meetings shall be held no less frequently than every six (6) months. Notice of the time and place of regular meetings of the Executive Committee shall be given to each Committee member, personally, by telephone or email, four (4) days prior to the date set for such meeting.

7.7 Special Meetings of the Executive Committee

Special meetings may be called by the Director or by any four (4) Executive Committee Members upon two (2) days' notice personally, by telephone or email, to all Committee Members of the time and place for the meeting. The notice shall state the purpose of the special meeting. In the event of a true emergency where harm to the Institute would occur upon even a two (2) day delay, the Director may seek an Action without meeting, but must obtain from the Committee Members the prior agreement of a quorum for such action.

7.8 Executive Sessions of the Executive Committee.

The Executive Committee may convene in executive session to discuss and vote upon personnel matters, matters relating to the formation of contracts or termination of privileges (e.g., early termination of assignment of building space) of a particular member. The nature of all business to be considered in executive session must first be announced in an open session and must be generally noted in the minutes of the Executive Committee. In any matter relating to the termination of member privileges, the Executive Committee shall meet in executive session, if so requested by the affected Member, who may also attend the executive session.

7.9 Member Participation at Executive Committee Meetings

Executive Committee meetings shall be open to all members, who may attend to listen to the proceedings. There shall be an Open Forum for Members to voice questions and



concerns, for a time duration set by the Executive Committee. Members may also email questions to the Executive Committee before the meeting, which shall be entertained during the Open Forum. Such meetings may also be aired live via the CNSI Intranet.

The Minutes or Summary of the Minutes shall be distributed to all Members of the Institute.

Section 8 Standing Committees

8.1 Purpose of Committees

Standing Committees shall be charged by the Executive Committee to take care of vital Institute business, and recommend policies and procedures.

8.2 Appointment

The Executive Committee may designate one or more of its members and/or other CNSI members to constitute a committee. The designation of a committee and the delegation of authority thereto shall not operate to relieve the Executive Committee or Director of responsibilities in such matters. Committees can be designated as Standing or Ad Hoc. The Administrative Offices shall staff all Committees, with the Managing Director or assignee serving *ex officio* on the Committee to facilitate support.

8.3 Membership Committee

A Membership Committee, appointed by the Executive Committee, is charged with making recommendations to the Executive Committee for the following:

- 8.3.1 Develop and recommend a flexible policy for participation required to remain a Full CNSI member; develop procedures and condition for sustaining membership, retaining the membership categories set forth in section 5.4 above; including such things as requiring members to conduct collaborative and multi-disciplinary research in nanoscience and nanotechnology, participate in CNSI sponsored events, serve on committees, provide an annual summary of research accomplishments and publications, attend and participate in the Executive Committee Open Forums, participate by voting, when appropriate, comply with CNSI Building Rules, as promulgated and revised, and comply with these Bylaws as adopted by the Members.
- 8.3.2 Development a membership application form;
- 8.3.3 Recommend the optimal number of Institute members; and
- 8.3.4 Recommend when faculty and other eligible individuals can join the CNSI (rolling admission or once a year, etc.).

The Committee should aim to retain an equal balance of members as defined in section 5.1.4 of these Bylaws. The Committee shall meet a minimum of one time per annum. It is further charged with reporting back to the Executive Committee on an annual basis.

8.4 Research Committee

A Research Committee, appointed by the Executive Committee, is charged with making recommendations to Executive Committee for the following:



- 8.4.1 Evaluate proposals for pre-doctoral and post-doctoral fellowships and grants;
- 8.4.2 Evaluate proposals for travel grants;
- 8.4.3 Establish programs to recruit first-year graduate students;
- 8.4.4 Develop policies for faculty research in the CNSI being sensitive to maintaining a balance of the member disciplines; and
- 8.4.5 Oversee the Seed Fund program including distribution of resources, application process and priorities.

The Committee should aim to retain an equal balance of research priorities to support research of the membership per Section 5.1.4 of these Bylaws. The Committee shall meet a minimum of one time per annum. It is further charged with reporting back to the Executive Committee on an annual basis.

8.5 Building Committee

A Building Committee, appointed by the Executive Committee, is charged with making recommendations to Executive Committee for the following:

- 8.5.1 Develop building use policies and priorities within the framework of the Bylaws and the principles under section 9.0 of these bylaws, Use of Building Space;
- 8.5.2 Work closely with Environmental Health & Safety to develop lab safety protocols and protections;
- 8.5.3 Establish procedures for members to apply for space within the CNSI building;
- 8.5.4 Establish exit strategies to terminate space use;
- 8.5.5 Review reports by lab occupants for evaluation of productive use of space and recommend to the Executive Committee that action be taken, if appropriate; and
- 8.5.6 Review funded research projects annually to make unproductive space available to new research efforts whenever possible and consistent with grant requirements.

The Committee should aim to retain an equal balance of space assignment as defined in section 5.1.4 of these Bylaws. The Committee shall meet a minimum of one time per annum. It is further charged with reporting back to the Executive Committee on an annual basis.

8.6 Core Laboratory Committee

Core labs use institutional resources, space and people and supply the following on a recharge basis: high-end technology that individual labs cannot afford on their own and expertise that is difficult to retain in a longitudinal way under research grants. The Cores' Faculty Directors are expected to strengthen the Cores to make them state-of-the-art. Cores should not be established in the CNSI building when identical services can be provided elsewhere. The CNSI has several partnerships with campus labs so that a full-spectrum of equipment and expertise is available to the Members.



A Core Laboratory Committee, appointed by the Executive Committee, is charged with making recommendations to Executive Committee for the following:

- 8.6.1 Develop procedures for members to request establishing new Cores;
- 8.6.2 Work closely with the Building Committee to evaluate space required to establish or maintain Cores;
- 8.6.3 Work with the Core Directors to establish procedures on how to use Cores including access, recharge and training;
- 8.6.4 Oversee management of the Cores through the Core faculty director;
- 8.6.5 Recommend acceptable growth for the Cores;
- 8.6.6 Work with the Core Directors to set priorities on access for use by members, other academics, industry partners and other industry;
- 8.6.7 Conduct annual review of the performance of each core including usage, recharge income, type of users and what the Core leadership did to improve the Core with additional resources;
- 8.6.8 Develop user satisfaction surveys; and
- 8.6.9 Develop procedures to sunset Cores that are no longer fulfilling their mission.

The Committee should aim to retain a balance of Core Labs supporting research per Section 5.1.4 of these Bylaws. The Committee shall meet a minimum of one time per annum. It is further charged with reporting back to the Executive Committee on an annual basis.

8.7 Education Committee

An Education Committee, appointed by the Executive Committee, is charged with making recommendations to Executive Committee for the following:

- 8.7.1 Recommend policies and programs and set priorities on education under CNSI auspices, which includes undergraduate, graduate and post graduate;
- 8.7.2 Recommend procedures and policies for establishing training grants;
- 8.7.3 Recommend and approve, when necessary, applications for training grants established through government channels and industry;
- 8.7.4 Develop and approve short courses and certificate programs in nanotechnology and nanoscience through academic partnerships, when appropriate; and
- 8.7.5 Develop rules on use of education facilities in the building.

The Committee should aim to retain an equal balance of educational programs per Section 5.1.4 of these Bylaws. The Committee should take great care not to increase the members' teaching loads (as a disincentive to membership). The Committee shall meet a minimum of one time per annum. It is further charged with reporting back to the Executive Committee on an annual basis.



8.8 Faculty Recruitment, Evaluation and Promotion

The Chancellor has provided half full-time equivalent faculty for all of its partners to recruit faculty in the areas of expertise deemed necessary for the success of the Institute ("CNSI faculty"). CNSI intends a balance of disciplines in recruiting CNSI faculty. CNSI further intends that its participation in the recruitment of such CNSI faculty begin at the early stage of the recruitment process and its members serve on joint recruitment committees with faculty of the partner department.

Ad Hoc Committees shall be appointed by the Executive Committee, as necessary, and are charged with making recommendations to the Executive Committee for the recruitment, evaluation and promotion of such CNSI faculty.

8.9 Other Standing Committees

The Executive Committee is authorized hereunder to establish other Standing Committee as deemed necessary.

Section 9 Use of Building Space

9.1 Principles for Space Use

There shall be no permanent allocation of any space in the building. All building use shall be assigned on a stated time period, and in no case shall such commitment be made for more than five (5) years. Building space assignments shall be subject to renewal by the Building Committee pursuant to Rules under Section 8.5 above. The Committee shall respect the established division of space use into the following approximate thirds of assignable square footage, unless and until another division of use is voted upon by the membership:

- 9.1.1 "Cores labs" is defined as use of institutional resources, space and people; supplying high-end technology that individual labs cannot afford on their own and expertise that is difficult to retain in a longitudinal way under research grants on a recharge basis.
- 9.1.2 "Interaction Space" , includes conference rooms, theater, lobby, terraces and Level 5 open space, all of which can be used by the members with the objective of enhancing the collaborative, multidisciplinary goals of the Institute.
- 9.1.3 "Research Laboratories" for collaborative activities (comprising approximately 40,000 SF) for industry to PI collaborations and PI to PI collaborations. Approximately 2,000 SF shall remain available for start-up/incubator activities, developing intellectual property of a CNSI member; preference shall be given to a start-up where the University of California holds an equity position.

9.2 Assignment of Space

- 9.2.1 Members who wish to reserve laboratory space in the building must submit a project proposal to the Building Committee, outlining the scope of research, identifying the number and pay level of those intending to work in the space requested and a percentage time for each person in the space, a description of why this research must be conducted in a CNSI laboratory; and such proposals must be accompanied by a copy of the grant proposal and award letter, or other funding mechanism.



9.2.2 All building occupants shall submit timely information to the Building Committee, as requested, including a copy of Noncompeting Progress Reports or other grant submission.

9.2.3 Members shall be required to enter into a binding document, agreeing to vacate the premises at the termination of the assignment term or earlier when it is determined by the Building Committee that the assignment of space shall terminate.

9.3 User Requirements

9.3.1 Compliance with Building Rules

Users of the Building space must comply with Building Safety and Security Rules and Procedures as promulgated and updated by the CNSI Building Manager, in consultation with the campus Fire Marshal and Environmental Health & Safety. All laboratory users in the building shall be required to complete laboratory safety training and a failure to participate shall be grounds for termination of laboratory use. A claim that someone has failed and/or refused to comply with such lab safety rules shall result in an immediate review and investigation by the Executive Committee, and may result in a loss of privilege for use of the assigned space. A severe lapse in safety rules, for example one that leads to building evacuation/closure or that results in calling the Fire Department or HazMat personnel, will trigger an immediate review and investigation by the Executive Committee.

9.3.2 Conditions of Continued Use of Space

Space assignees shall be required to keep all assigned space productive within the parameters of research as represented prior to assignment of the space. Space assignees are also required to provide any and all documentation to the Building Committee, as required, to evidence continued productive use of the space and continued funding of the research. Failure to use the assigned space productively or maintain continued funding shall result in reclamation of the space by the Building Committee for reassignment. Members shall be required to enter into a binding document, agreeing to vacate the premises earlier than the stated termination date if it is determined by the Building Committee that the assignment of space shall terminate.

Section 10 Appeals Process

A Member, who is the subject of a decision of the Executive Committee may appeal the decision within thirty (30) days of notification of said decision. The Member shall give notice to the Director or any Member of the Executive Committee, in person or by email, in writing, setting forth the grounds for the appeal. Within ten (10) days of receipt of the Notice to Appeal, the Executive Committee shall appoint an ad hoc committee to hear the appeal. Within a reasonable amount of time and in no case greater than thirty (30) days, the Ad Hoc Committee shall make a recommendation to the Executive Committee either to affirm or reverse the original decision. The Executive Committee shall vote on such recommendation.

If the Member is still not satisfied with the outcome, within ten (10) days of notification of the final decision of the Executive Committee, the Member may bring the matter to a vote of the full membership, which shall be facilitated by the Executive Committee.



Section 11 Amendment of Bylaws

Any request for amendment of these Bylaws must be signed by ten percent (10%) of the membership and submitted to the Executive Committee for consideration. Approval by the majority of the Executive Committee will trigger a vote of the full membership, as prescribed by Section 4 above.

Adopted: December 13, 2007

Revisions approved April 3, 2008: ¶ 7.2.5 add "and School of Medicine, each" after "representing the College" and ¶ 8.3.1 change "4.4" to "5.4"