

BYLAWS OF THE SCHOLARS AT RISK NETWORK

(As amended April 28, 2005, March 30, 2011)

PREAMBLE

RECOGNIZING the central importance of scholarship, academic freedom, and higher education for the promotion and protection of peaceful, democratic societies; recognizing that academic communities worldwide, including scholars, administrators, students, and their institutions, have long been targets of attack by agents seeking to curtail expression, silence dissent, and control the flow of information in society; recognizing that such attacks, against any member of the global academic community, threaten the common educative mission of every member of that community; recognizing the shared responsibility of all scholars, administrators, students and their institutions to join in solidarity in defense of their colleagues; and further recognizing that past and on-going efforts to meet that responsibility on an individual, ad hoc, or emergency basis, despite much success, have failed to eliminate the need for common action, we

RESOLVE that there should be established a permanent network of universities, colleges and similar centers of research, study and teaching; that this network, in collaboration with like minded institutions, groups and individuals, should dedicate itself to protecting the fundamental human rights of scholars and other members of the global academic community, including among them independent scholars, public intellectuals, writers, artists, and others engaged in the discovery, development and strengthening of the community of ideas; that among its activities, this network should devote its greatest energies to assisting scholars facing the most grave threats to their being and to their profession, including but not limited to threats resulting from displacement, discrimination, censorship, intimidation, harassment, and violence; that where these threats are of such gravity that other forms of assistance would prove ineffective or insufficient, the network should endeavor to provide positions of personal and professional sanctuary within its membership; and that although temporary, the design of these positions should be such as to assist scholars in resuming their careers;

RESOLVE that this network should in addition charge itself with raising awareness, understanding of and respect for academic freedom (including its constituent freedoms of expression, opinion, and thought), higher education, scholarship, and the free exchange of ideas; promoting intervention and advocacy in defense of academic freedom and the human rights of scholars; and otherwise undertaking such activities as the network and its membership may in due course deem appropriate; and

RESOLVE that this network should be known as the **Scholars at Risk Network**, and thereafter

PLEDGE to support this network by receiving, disseminating and sharing information about the network, its aims and activities; by participating in activities to raise awareness and understanding of attacks on members of the academic community; and by encouraging the participation of colleagues and institutions in the network including, but not limited to, promoting where possible efforts to assist scholars at risk through provision of temporary academic positions or other suitable assistance.

ARTICLE 1: NAME, PURPOSE, LOCATION

1. Name

The name of the organization is and shall be known as the “Scholars at Risk Network,” and in abbreviated form may be referred to as “Scholars at Risk” or “SAR.”

2. Purpose

The purpose of the Scholars at Risk Network (“Network”) is to promote academic freedom and to defend the human rights of scholars worldwide.

3. Location

The registered office of the Network shall be located at **New York University, 194 Mercer St., Rm 410, New York, New York, 10012, USA.**

ARTICLE II - ACTIVITIES

4. Principal activity

The principal activity of the Network is to arrange temporary academic positions for displaced and threatened scholars of any discipline and from any country, including positions as visiting fellows, visiting scholars, researchers, research assistants, graduate students, lecturers and visiting professors, or any other suitable arrangement or title. These positions may be at academic institutions within the organization or without, or any other suitable host including nonprofit organizations, governmental and intergovernmental entities, business and industry. These positions are intended to afford the scholars with the opportunity to resume their scholarly work, with the hope that conditions will improve to permit the scholars to return safely home. Where conditions are not likely to permit safe return by the expiration of a position, the purpose is to assist the scholars to identify suitable long-term opportunities.

5. Other activities

The Network may also undertake advocacy and educational activities consistent with the Network’s purpose and the intentions of the Network members, as shall be determined by the Network’s Board of Directors (“Board”) or its designee.

ARTICLE III – MEMBERSHIP & AFFILIATION

6. Membership

Membership in the Network shall be open to universities, colleges, research and other centers of higher learning in any country that support the purpose and work of the Network. Invitations and applications for membership shall be determined by the Board or its designee. The Board shall have the authority to establish levels, categories or classes of membership, and to differentiate privileges and obligations of membership among such levels, categories, or classes. This shall include the authority to establish voting and nonvoting categories of membership.

7. Privileges and obligations of membership

Network membership obligates each member institution (i) to accept the principles and purposes of the Network, as set out in the Preamble to these bylaws, (ii) to designate a representative to communicate on behalf of the member institution with the Board and Network, and (iii) to agree to receive, review and consider periodic requests from the Network office seeking assistance for threatened scholars, subject in all cases to the needs, interests and policies of each institution. Membership entitles each institution to one (1) vote at the Annual Meeting of the Network and to present its designated representative for election to the Board or other Network committees.

8. Additions or amendments to privileges and obligations of membership

The Board may, by two-thirds majority vote, add to or amend the privileges and obligations of membership, including differentiating privileges and obligations among levels, categories or classes of membership.

9. Suspension, termination, or withdrawal of membership

The Board shall have the authority to suspend or terminate a member for failure to satisfy the obligations of membership or for any act or omission by the member institution or its representative that interferes with the work or purpose of the Network. Each member institution reserves the authority to withdraw from the Network, subject only to any outstanding obligations at the time of the withdrawal and any procedure for withdrawal that the Board may establish.

10. Affiliates

Academic societies, professional associations, other groups and individuals active on issues of education, refugees, academic freedom, human rights and other areas related and relevant to the work of the Network may seek or be invited to become affiliates of the Network. Affiliates shall have such privileges and obligations as the Board may determine. The Board shall have the authority to establish levels, categories or classes of affiliates, and to differentiate privileges and obligations of affiliation among such levels, categories, or classes. The Board may, by two-thirds majority vote, add to or amend the privileges and obligations of affiliates. The Board shall have the authority to suspend or terminate any affiliate for failure to satisfy obligations of affiliate status, or for any act or omission by the affiliate or its representative that interferes with the work or purpose of the Network. Each affiliate reserves the authority to withdraw its relationship with the Network, subject only to any outstanding obligations at the time of the withdrawal and any procedure for withdrawal that the Board may establish.

11. Use of Network, member and affiliate names and logos

Members and affiliates of the Network shall not use the Network's name, logos or other identifying materials without express permission of the Board or its designee, except for the purpose of identifying the member or affiliate's Network status. The Network shall not use the name, logos, or other identifying materials of members or affiliates without the express permission of their representative, except for the purpose of identifying the member or affiliate's Network status.

ARTICLE IV - MEETINGS OF MEMBERS

12. Meetings of members

The Board shall set the date, time and place of a regular Annual Meeting of the Network, for the purpose of election of members of the Board and Network committees, consideration of reports and recommendations from the Board or its designees, and the transaction of such other business as may be necessary. The Board or its designee shall give notice of the Annual Meeting to each voting member by publishing it on the Network's website or communicating it by e-mail, mail, telephone or fax not less than thirty (30) days before the meeting. Special meetings may be called by a majority of the Board or its designees, or by a petition signed by not less than one third of the voting members of the Network. The Board or its designee shall give notice of any special meeting to each voting member by publishing it on the Network's website, if any, or communicating it by e-mail, mail, telephone or fax not less than fourteen (14) days before the meeting. Timely publication of a notice of the meeting to an e-mail list maintained by the Network for members and affiliates shall be considered adequate notice, and it is the responsibility of members and affiliates to provide the Executive Director with updated contact information including e-mail addresses for their designated representative.

13. Voting and participation at meetings

Unless otherwise amended by the Board each full voting member in good standing shall elect one representative to the Annual Meeting of the Network or any special meetings and shall have one vote in all matters on the agenda of the meeting and the right to present its designated representative for election to the Board or Network committees. The Board shall have the authority, where appropriate, to permit participation at meetings by telephone conference, video conference or other suitable communications technology. In the event that voting members are unable to send a representative to the Annual Meeting or a Special Meeting of the Network, and are unable to participate via a suitable communications technology approved by the Board, the Board shall have the authority to allow voting by proxy. Any vote by proxy must be received by the Board or its designee by postal mail or fax not less than forty-eight (48) hours prior to the meeting, and must be presented on official stationery of the member institution.

ARTICLE V – BOARD OF DIRECTORS

14. Purpose of the Board

The Board is responsible for the overall policy and direction of the Network, for oversight and for ensuring adequate resources to achieve objectives. The Board, directly or through its designees, shall supervise the activities of the Network officers and staff and report on these activities, as appropriate, to the Network members and affiliates.

15. Number, obligations and privileges of Board members

The Board shall from time to time determine the total number of its members, but there shall be at least three (3) voting members and not more members than one fifth of the total voting Network members. The Board shall have the authority to establish levels, categories or classes of Board members to represent any corresponding levels, categories or classes of membership and affiliation with the Network. The Board shall have the authority to differentiate privileges and obligations of Board membership among such levels, categories, or classes. This shall include the authority to establish voting and nonvoting categories of Board membership. From time to time the Board shall set out in writing the obligations of Board members, including but not limited to expectations for attending Board meetings, committee and other assignments, financial contributions and evaluation.

16. Nomination, election, resignation and removal of Board members

Candidates for Board membership shall be nominated by the representatives of Network members, the current and former Board members, or the Executive Director. Board members shall be elected by a majority of the Board. Board members shall be elected for a term of two (2) years, with elections of board members staggered so that half of the board is elected each year. Board members shall continue in office for such term and until such member's successor shall have been elected, or until such member's death, resignation or removal. Board members may stand for reelection. Vacancies among the Board members for any reason may be filled by a majority vote of the Board and any members so elected shall serve until the next Annual Meeting. Any Board member may resign from office at any time by delivering a resignation in writing to the Executive Director. The acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective. Any Board member may be removed at any time with or without cause by a two-thirds vote of the Board, such removal to take effect immediately upon such vote.

17. Board meetings, notice, quorum and voting

The Board shall meet at times and places to be specified by the Board, but no less than two (2) times per year including an Annual Board Meeting for the review and voting of new members and for the transaction of such other business as may properly come before the Board. Special meetings of the Board may be called at any time by the chairperson of the Board, the officers, or the Executive Director, supported by a vote of not less than one third of the entire Board. Notice of the time and place of Board

meetings shall be sent by mail, e-mail, fax or telephone not less than five (5) days before the Annual Board Meeting or regular meetings, and not less than forty-eight (48) hours before any special meeting. The Board shall have the authority to permit participation at Board meetings by telephone conference, video conference or other suitable communications technology. One third of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these bylaws, the vote of a majority of the Board members present at the time of a vote, if a quorum is present either in person or by other approved communications technology, shall be the act of the Board. Except when otherwise required or permitted by law, any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if all members of the Board or of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto shall be filed with the minutes of the proceedings of the Board or of such committee.

18. Compensation of Board members

Board members shall not be compensated for their service. Board members may be reimbursed for reasonable expenses incurred by a member performing services for the Network, subject to advance written approval of such expenses by the Executive Director.

ARTICLE VI – OFFICERS & COMMITTEES

19. Number, election, resignation and removal of Network officers

The Board shall elect the officers of the Network. These shall consist of a Chair, a Treasurer and such other officers, if any, as the Board may at times elect. The Board shall elect the officers by a majority of voting Board members at the Annual Board Meeting from among the members of the Board. Officers shall be elected for terms of two (2) years and each shall continue in office for such term and until such officer's successor shall have been elected, or until such member's death, resignation or removal. Officers may stand for reelection. Vacancies among the officers for any reason may be filled by a majority vote of the Board and any officers so elected shall serve until the next Annual Board Meeting. Any officer may resign from office at any time by delivering a resignation in writing to the Executive Director. The acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective. Any officer may be removed at any time with or without cause by a two-thirds vote of the Board, removal to take effect immediately upon such vote.

20. Compensation of Network officers

Network officers shall not be compensated for their service. Officers may be reimbursed for reasonable expenses incurred by an officer performing services for the Network, subject to advance written approval of such expenses by the Executive Director.

21. Standing committees of the Board

There shall be two (2) standing committees staffed by members of the Board: an Executive Committee and a Finance Committee. The Network Officers shall serve as the members of the Executive Committee, with the Chair serving as chairperson. The Executive Committee shall oversee and review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation, if any, and these bylaws, the Executive Committee shall have all of the powers and authority of the Board in the intervals between Board meetings. The Treasurer shall serve as the chairperson of the Finance Committee, which shall include the Executive Director and at least one other Board member. The Finance Committee is responsible for supervising the performance of the Executive Director in developing fiscal procedures, fundraising plans and an annual budget. The Finance Committee must report on the budget and financial condition of the Network to the Board at the Annual Board Meeting and to the Network members at the Annual Meeting of the Network.

22. Additional committees

The Board may create additional committees and may invite participation from among the Board members, Network members and Network affiliates. The Chair shall select one or more Board members to chair any additional committees.

ARTICLE VII - EXECUTIVE DIRECTOR, STAFF & OFFICE

23. Executive Director

The Executive Director shall be an employee of the Network and shall be selected and hired by the Board. The Executive Director shall be responsible for all activities related to the management and daily operations of the Network. The Executive Director will attend all Board meetings, report on the progress of the Network, answer questions of Board members and carry out other duties as designated by the Board. The Executive Director shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that appropriate records are maintained. The Executive Director will maintain necessary correspondence with members, affiliates, scholar-candidates, and other appropriate parties to ensure the execution of the Network's objectives. The Executive Director shall submit an annual report of Network activities at the Annual Meeting.

24. Network staff and office

The Executive Director shall be responsible for hiring staff and for all administrative or other responsibilities associated with their hiring, payment and supervision. The Executive Director shall establish a Network office suitable for the performance of the Network's activities.

ARTICLE VIII - ACCOUNTS, CONTRACTS, GIFTS & GRANTS

25. Bank accounts, deposits and checks

The Executive Director shall have the authority to enter into agreement with institutions, including any institutions hosting the Network office, for the purpose of setting up accounts. The Executive Director shall have the authority to open bank accounts in the name of the Network with the approval of the Board. The Executive Director shall have the authority to make deposits and write checks up to the amount of US \$10,000 without the advance approval of the Board. Checks for amounts over US \$10,000 and up to US \$25,000 must be cosigned by the Treasurer or Chair. Checks for amounts over US \$25,000 must be cosigned by the Treasurer or Chair after advance approval by the Board. The Board may elect to decrease or increase these amount limits at any time.

26. Contracts

The Executive Director shall have the authority to enter into contracts for the provision and delivery of goods and services up to the amount of US \$25,000. All contracts and binding agreements for amounts over US \$25,000 shall be signed by such officers or agents as the Board shall direct, and in any event, they must be signed by any two of the following: the Chair, Treasurer or Executive Director. The Board may authorize one or more officers or the Executive Director to execute and deliver any documents or to carry out other acts on behalf of the Network.

27. Gifts and grants

The Executive Director shall have authority to solicit, receive, and administer on behalf of the Network gifts and grants that further the Network's purposes and work. The Executive Director shall report regularly on the status of any gifts or grants to the Board and its Finance Committee.

ARTICLE IX- AMENDMENTS

28. Amendments

These bylaws may be amended by approval of two-thirds of the Board between Annual Meetings, or by two-thirds of the membership at an Annual Meeting. Any amendments approved by the Board between Annual Meetings shall be reported to the membership at the next meeting following the amendment. Network members may propose amendments for consideration at the Annual Meeting. Any proposed amendment must be submitted to the Executive Director by e-mail, mail or fax not less than forty-five (45) days before the Annual Meeting of the Network so that the proposal may be communicated to Network members with the notice of the meeting.

ARTICLE X- ADOPTION & IMPLEMENTATION

29. Adoption of bylaws

The Bylaws were adopted and approved, as amended, by vote of the majority of the Board, effective March 30, 2011.

30. Election of initial Board and Officers

The initial Network Board and Officers may be elected from among those members of the Advisory Board of the Network at the time of the adoption of these bylaws and any other representatives of SAR members who have indicated their willingness to stand for election. The initial Board may be elected by vote at the 2005 Annual Meeting, or by subsequent vote organized by the Executive Director. Such elections may take place subsequent to, or in advance of the adoption of these bylaws. The initial Board and Officers shall enjoy all the privileges and obligations set forth in these bylaws. The term for the Officers of the initial board shall run for two (2) years following the first Annual Meeting following their election. The term for regular members of the initial board shall be: one (1) year for that number of regular board members equal to one half of the entire board (total regular board members plus officers), and two (2) years for the remaining regular board members. The Board shall determine at its first meeting following its election which initial regular members shall serve a one year term, and which shall serve a two year term. The Board may determine this allocation by lot or any other system adopted by the Board.

31. Suspension of inoperative provisions

For such time as the Network office operates under the legal registration and fiscal sponsorship of New York University, any provisions of these bylaws or any amendments thereto which conflict or are otherwise inconsistent with the policies or procedures of New York University are suspended and deemed inoperative, including but not limited to the provisions of Article VIII. This suspension notwithstanding, the Board, Executive Director and staff of the Network shall wherever practical operate *as if* the Network was operating under its own independent legal registration and shall in good faith attempt to give all provisions of these bylaws full effect.

AMENDED and APPROVED, New York University, March 30, 2011