

Bylaws of the
Vermont Innovation and Research Alliance

Adopted July 6, 2026

PREAMBLE

The Vermont Innovation and Research Alliance (VIRA) is constituted as the principal advisory body (Steering Committee) responsible for providing strategic guidance to the Vermont EPSCoR State Office for Vermont's participation in the National Science Foundation Established Program to Stimulate Competitive Research (NSF EPSCoR) and related research capacity-building initiatives.

VIRA serves as a collaborative forum for leadership across Vermont's research, education, government, industry, and community sectors. The Alliance works to advance the State's research competitiveness, strengthen partnerships among institutions and organizations, promote innovation and workforce development, and support the development of a diverse and sustainable science, technology, engineering, and mathematics (STEM) ecosystem.

Through collaborative leadership, strategic planning, and informed decision-making, VIRA shall help identify areas of scientific strength and opportunity within Vermont; help guide the development, implementation, assessment, and long-term sustainability of EPSCoR-supported activities and other STEM initiatives to enhance Vermont's research and innovation capacity and economic impacts. In carrying out these responsibilities, VIRA seeks to foster excellence in research, broaden participation in STEM, and contribute to the economic vitality and well-being of the State of Vermont.

These Bylaws establish the authority, membership, responsibilities, and operating procedures of the Vermont Innovation and Research Alliance.

Article I – Name, Authority, and Purpose

Section I.1 – Name

The name of this organization shall be the "Vermont Innovation and Research Alliance," hereinafter referred to as the "Alliance" or "VIRA".

Section I.2 – Authority

The Alliance serves as the principal steering and advisory body for Vermont's participation in the National Science Foundation Established Program to Stimulate Competitive Research (NSF EPSCoR) and other research capacity-building initiatives as may be assigned to it. The Alliance shall provide strategic guidance consistent with applicable federal requirements, award conditions, and the research and innovation priorities of the State of Vermont.

Section I.3 – Purpose

The purposes of the Alliance are to:

- a. Provide strategic guidance for Vermont's research and innovation ecosystem, including the development of the Vermont Science and Technology Plan;

- b. Advise on the development of EPSCoR-supported programs and initiatives;
- c. Encourage collaboration among institutions of higher education, government agencies, industry partners, nonprofit organizations, and community stakeholders;
- d. Strengthen Vermont's competitiveness for federal research funding and other external investments;
- e. Support workforce development and broaden participation in science, technology, engineering, and mathematics (STEM) fields;
- f. Foster the translation of research and innovation into societal and economic benefits for Vermont; and
- g. Promote the long-term sustainability of research capacity and partnerships established through EPSCoR and related programs.

Section I.4 – Responsibilities

The Alliance shall provide guidance regarding strategic priorities, partnerships, sustainability planning, and the advancement of Vermont's research and innovation ecosystem. The Alliance shall assist in the development of, and co-produce with relevant entities in the jurisdiction, the Vermont Science and Technology Plan (S&T Plan); participate in its periodic review, and revision, ensuring that the S&T Plan reflects the State's research strengths, emerging opportunities, workforce needs, and economic development priorities. The Alliance shall use the Science and Technology Plan to inform strategic decision-making and to guide investments, partnerships, and initiatives that enhance Vermont's research competitiveness and innovation capacity.

The Alliance may make recommendations concerning EPSCoR proposals, investments, and activities but shall not supersede the authority of participating institutions, sponsoring agencies, or designated project leadership except as otherwise provided by law, award requirements, or formal agreements.

Article II – Membership

Section II.1 – Composition

The Vermont Innovation and Research Alliance (VIRA) shall consist of no fewer than twelve (12) and no more than twenty-four (24) voting members. Membership shall reflect the diverse interests and expertise necessary to advance Vermont's research, innovation, industry, education, workforce, economic development, and public service priorities. The exact number of members serving at any given time within these limits shall be determined by the Alliance. Membership may include representatives from the following sectors: institutions of higher education, research organizations and laboratories, State government agencies, industry and private-sector organizations, economic and workforce development organizations, nonprofit and community-based organizations, other organizations or individuals whose expertise and experience contribute to the objectives of the Alliance.

Section II.2 – Appointment of Members

Members shall be appointed by the Alliance in accordance with procedures established by the Alliance. In making appointments, the Alliance shall seek to maintain balanced representation across sectors, disciplines, geographic regions of the State, and areas of expertise relevant to Vermont's Science and Technology Plan and EPSCoR-related activities.

Section II.3 – Non-Voting Members

The Director of the Vermont EPSCoR State Office shall serve as an ex officio, non-voting member of the Alliance and liaison between the National Science Foundation and VIRI. The Alliance may designate additional non-voting members as it deems appropriate. Non-voting members may participate fully in discussions and committee activities but shall not vote on matters before the Alliance and shall not be counted toward quorum unless otherwise specified in these Bylaws.

Section II.4 – Terms of Membership

Members shall serve terms of three (3) years and may be reappointed without limitation. Each term shall commence on July 1 and expire on June 30 of the third year thereafter, unless earlier terminated in accordance with these Bylaws. The initial terms established under these Bylaws shall commence on July 1, 2026.

To ensure continuity, terms may be staggered as determined by the Alliance. To establish staggered terms, the inaugural members shall be assigned initial terms of varying length (for example, one, two, and three years) as determined by the Alliance, after which all subsequent terms shall be three (3) years.

If a voting member is elected to serve as an officer of the Alliance under Article III of these Bylaws and the member's term would otherwise expire before the completion of the officer's term, the member's term shall be extended until the expiration of the officer's term.

Section II.5 – Responsibilities of Members

Members are expected to:

- a. Attend and actively participate in Alliance meetings and activities;
- b. Contribute expertise and perspectives relevant to the mission of the Alliance;
- c. Assist in the development, implementation, and evaluation of Vermont's Science and Technology Plan;
- d. Support collaboration among organizations and stakeholders throughout Vermont; and
- e. Comply with applicable conflict-of-interest policies and procedures.

Section II.6 – Designees

A voting member may designate an alternate representative ("designee") to attend meetings and to participate in the business of the Alliance when the member is unable to attend. The designee shall be identified in writing to the Chair or Secretary of the Alliance prior to the meeting at which the designee will serve. When acting in place of the voting member, the designee shall have the same rights and responsibilities as the member, including the authority to vote on matters before the Alliance. A member may appoint a standing designee for a specified term or may designate a representative on a meeting-by-meeting basis. No individual may serve simultaneously as a voting member and as a designee for another member.

Section II.7 – Resignation and Removal

A member may resign by providing written notice to the Chair. A member may be removed for failure to participate, violation of Alliance policies, or other good cause by a two-thirds vote of the members present at a duly called meeting, provided notice of the proposed action has been given in advance.

Article III – Leadership

Section III.1 – Officers

The officers of the Vermont Innovation and Research Alliance (VIRA) shall consist of a Chair, Vice Chair, Secretary, and Treasurer. The officers shall be elected from among the voting members of the Alliance, except as otherwise provided in these Bylaws.

Section III.2 – Election and Term of Office

Officers shall be elected by a majority vote of the voting members of the Alliance at a duly called meeting. Officers shall serve terms of two (2) years and may be eligible for re-election. Each officer shall serve until a successor is elected and assumes office, or until resignation, removal, or incapacity. No individual shall hold more than one officer position simultaneously.

Section III.3 – Duties of the Chair

The Chair shall serve as the principal executive officer of the Alliance and shall:

- a. Preside over all meetings of the Alliance;
- b. Provide leadership for the development and implementation of the Alliance's strategic priorities;
- c. Coordinate the work of officers and committees;
- d. Serve as the primary spokesperson for the Alliance, unless otherwise delegated; and
- e. Perform such other duties as may be prescribed by the Alliance.

Section III.4 – Duties of the Vice Chair

The Vice Chair shall:

- a. Perform the duties of the Chair in the Chair's absence or inability to serve;
- b. Support the Chair in the execution of duties and strategic initiatives;
- c. Oversee such committees, working groups, or initiatives as may be assigned by the Chair or the Alliance; and
- d. Perform other duties as may be assigned by the Alliance.

Section III.5 – Duties of the Secretary

In collaboration with the Vermont EPSCoR State Office, the Secretary shall:

- a. Maintain official records of the Alliance, including minutes of all meetings;
- b. Ensure proper notice of meetings in accordance with these Bylaws;
- c. Maintain a current roster of members, including voting status and designated alternates or proxies, if applicable;
- d. Certify official actions of the Alliance when required; and
- e. Perform other duties as assigned by the Alliance or the Chair.

As appropriate and requested by the Secretary, the Vermont EPSCoR State Office will provide administrative support for carrying out these duties.

Section III.6 – Duties of the Treasurer

In collaboration with the Vermont EPSCoR State Office and the University of Vermont as VIRA's fiscal agent, the Treasurer shall:

- a. Perform financial processes associated with Alliance activities;
- b. Provide regular financial reports to the Alliance;
- c. Ensure appropriate financial controls, documentation, and compliance with applicable state and federal requirements;
- d. Coordinate with administering institutions or fiscal agents responsible for managing funds; and
- e. Perform other duties as assigned by the Alliance.

As appropriate and requested by the Treasurer, the Vermont EPSCoR State Office will provide administrative support for carrying out these duties.

Section III.7 – Removal and Vacancies

An officer may be removed by a two-thirds vote of the voting members of the Alliance whenever, in its judgment, the best interests of the Alliance would be served thereby. Any vacancy in an officer position shall be filled for the remainder of the unexpired term by election of the voting members at the next regular or specially called meeting.

Article IV – Meetings

Section IV.1 – Regular Meetings

The Vermont Innovation and Research Alliance (VIRA) shall hold regular meetings at least yearly, or more frequently as determined by the Chair or by vote of the voting members. The schedule of regular meetings shall be established in advance to the extent practicable.

Section IV.2 – Special Meetings

Special meetings may be called by the Chair or upon written request of a simple majority of voting members. The purpose of any special meeting shall be stated in the call to the meeting, and no business shall be conducted except that which is specified in the notice.

Section IV.3 – Notice of Meetings

Written notice of all meetings shall be provided to all members at least seven (7) calendar days in advance, except in cases of emergency meetings, in which case reasonable notice shall be provided under the circumstances. Notice may be delivered electronically.

Section IV.4 – Participation

Members may participate in meetings in person or through teleconference, videoconference, or other electronic means that allow all participants to hear one another simultaneously. Participation by electronic means shall constitute presence in person for all purposes, including quorum and voting.

Section IV.5 – Quorum

A quorum shall consist of a simple majority of the current voting membership of VIRA. No official business may be conducted in the absence of a quorum, except to adjourn the meeting.

Section IV.6 – Voting

Each voting member shall be entitled to one vote on all matters before the Alliance. Unless otherwise specified in these Bylaws, actions of the Alliance shall be approved by a majority of voting members present at a meeting at which a quorum is established. Voting may occur in person or through authorized electronic means during a duly convened meeting. Proxy or designated voting representation shall be permitted only as provided in Article II of these Bylaws.

Section IV.7 – Conduct of Meetings

The conduct of all meetings shall be governed by the current edition of *Robert's Rules of Order*. In the event of conflict between Robert's Rules and specific terms of the Alliance Bylaws, the Bylaw terms shall prevail.

Section IV.8 – Minutes

The Secretary shall ensure that minutes are recorded for all meetings of the Alliance. Minutes shall include a record of attendance, quorum status, motions, votes, and other actions taken. Approved minutes shall be maintained by the Vermont EPSCoR State Office as the official record of the Alliance.

Section IV.9 – Open Meetings

Meetings of VIRA shall be conducted in a manner consistent with applicable transparency or open meeting requirements. Executive sessions may be held when permitted by law or by applicable policy to discuss matters requiring confidentiality.

Article V – Committees

Section V.1 – Standing Committees

The Vermont Innovation and Research Alliance (VIRA) shall maintain two standing committees: (1) the Science and Technology Plan Committee, and (2) the Nominating Committee. The Alliance may establish additional ad hoc committees as needed by vote of the voting members.

Section V.2 – Science and Technology Plan Committee

The Science and Technology Plan Committee shall be responsible for co-producing with relevant entities in the State, the development, review, and revision of Vermont's Science and Technology Plan. The Committee shall:

- a. Help gather and synthesize input from VIRA members and external stakeholders across Vermont's research, education, industry, government, and nonprofit sectors;
- b. Help identify strategic priorities, opportunities, and challenges relevant to Vermont's research and innovation ecosystem;

- c. Help co-ordinate drafting and revision of the Science and Technology Plan for consideration by the full Alliance;
- d. Recommend metrics and approaches for assessing progress toward plan goals; and
- e. Perform such other duties related to strategic planning as may be assigned by the Alliance.

Committee membership shall be appointed by the Chair, subject to approval of the voting members of the Alliance and shall include representation across key stakeholder sectors to the extent practicable.

Section V.3 – Nominating Committee

The Nominating Committee shall be responsible for identifying and recommending candidates for officer positions and, when applicable, for membership appointments to the Alliance. The Committee shall:

- a. Solicit and review nominations for officer positions;
- b. Present a slate of nominees for officer elections to the voting members of the Alliance;
- c. Conduct its work in a transparent and equitable manner consistent with the goals of the Alliance.

The Nominating Committee shall consist of no fewer than three (3) voting members of the Alliance, appointed by the Chair and approved by the voting members. No member of the Nominating Committee shall be eligible to serve on the slate of officers they are responsible for recommending.

Section V.4 – Leadership of Committees

Each standing committee shall select a Chair from among its membership, unless otherwise determined by the Alliance.

Section V.5 – Ad Hoc Committees

The Alliance may establish temporary committees as needed to address specific tasks, initiatives, or areas of expertise. Such groups shall have defined scopes and durations and shall report to the Alliance or to a designated standing committee.

Article VI – Voting

Section VI.1 – Voting Authority

Each voting member of the Vermont Innovation and Research Alliance (VIRA) shall be entitled to one (1) vote on all matters brought before the Alliance. Voting rights are limited to voting members as defined in Article II of these Bylaws, except as otherwise provided for duly authorized designees in accordance with Article II. Non-voting members, including ex officio members, may participate in discussion but shall not cast votes.

Section VI.2 – Quorum Requirement

No vote shall be conducted unless a quorum is present in accordance with Article IV of these Bylaws. The presence of a quorum shall be required for the transaction of any official business of the Alliance.

Section VI.3 – Manner of Voting

Voting may occur during a duly convened meeting by voice vote, show of hands, roll call, or electronic means, as determined by the Chair. Upon request of any voting member, a roll call vote shall be conducted and recorded in the minutes.

Section VI.4 – Passage of Motions

Unless otherwise specified in these Bylaws, all actions of the Alliance shall be approved by a simple majority of voting members present at a meeting at which a quorum has been established.

Section VI.5 – Supermajority Votes

The following actions shall require approval by a two-thirds (2/3) vote of voting members present and voting at a meeting at which a quorum is present:

- a. Amendment of these Bylaws;
- b. Removal of an officer or member for cause;
- c. Adoption or approval of the Vermont Science and Technology Plan, if designated by the Alliance as requiring supermajority approval; and
- d. Other actions as may be designated by vote of the Alliance.

Section VI.6 – Proxy or Designated Voting

When permitted under Article II, a duly authorized designee or proxy may exercise the voting rights of a voting member for purposes of a specific meeting or vote.

Section VI.7 – Electronic and Remote Voting

Votes taken during meetings held by electronic or hybrid means shall be valid, provided that all participating voting members are able to simultaneously hear, communicate, and participate in deliberation.

Section VI.8 – Actions Requiring Broad Member Participation

For matters of exceptional importance to the mission and long-term strategy of the Alliance, including but not limited to the adoption or substantial revision of the Vermont Science and Technology Plan, the Alliance may, upon motion and approval of the voting members, require that a vote be conducted in a manner designed to obtain participation from all or nearly all voting members. In such cases, the Alliance may authorize a vote conducted by electronic ballot or written consent, in addition to or in lieu of a vote taken at a regular or special meeting. The results of any such vote shall be recorded in the official minutes of the Alliance.

Article VII – Conflict of Interest

Section VII.1 – Purpose

The Vermont Innovation and Research Alliance (VIRA) recognizes that its members represent a broad range of institutions, organizations, and stakeholder groups within Vermont's research and innovation ecosystem. As a result, actual, potential, and perceived conflicts of interest are expected to arise in the normal course of the Alliance's work. The purpose of this Article is to promote

transparency, integrity, and public trust while supporting full and meaningful participation in the work of the Alliance.

Section VII.2 – Definition of Conflict of Interest

A conflict of interest may exist when a voting member, officer, or committee member has an institutional, professional, financial, or other interest that could reasonably be viewed as influencing, or appearing to influence, the individual's participation in deliberations or decisions of the Alliance.

Conflicts of interest are not inherently disqualifying and are expected to be present given the collaborative and cross-sector nature of the Alliance. Members are responsible for identifying and disclosing any actual, potential, or perceived conflict of interest. Members are expected to exercise good faith judgment in determining when such a conflict exists and to err on the side of disclosure when uncertainty arises.

Section VII.3 – Recusal

A member who identifies a conflict of interest shall voluntarily recuse themselves from voting on the affected matter. Members may also choose to recuse themselves from discussion and deliberation if they determine that continued participation could reasonably be perceived as compromising impartiality. Self-recusal shall be announced at the time the matter is presented for consideration and shall be recorded in the minutes.

Section VII.4 – Institutional Representation

The Alliance recognizes that members are selected to represent institutions, sectors, and stakeholder perspectives, and that participation in matters affecting those interests is a normal and intended aspect of service on VIRA. Such affiliations alone do not constitute a conflict of interest requiring recusal.

Section VII.5 – Exceptional Determination

In rare cases where it may be appropriate, the Alliance may, by majority vote, determine that recusal is required for a specific matter.

Section VII.7 – Annual Disclosure

Members shall complete an annual disclosure of interests and update such disclosure when material changes occur.

Section VII.8 – Good Faith Standard

This Article relies on the good faith participation of members. It shall be implemented in a manner that encourages transparency and accountability without unduly restricting participation or impairing the functioning of the Alliance.

Section VII.9 – Consistency with External Requirements

This Article shall be implemented in a manner consistent with applicable federal, state, and institutional requirements, including National Science Foundation EPSCoR policies. Where external requirements are more stringent, those requirements shall govern.

Article VIII – Amendments

Section VIII.1 – Authority to Amend

These Bylaws may be amended, revised, or repealed by the Vermont Innovation and Research Alliance (VIRA) in accordance with the procedures set forth in this Article.

Section VIII.2 – Proposal of Amendments

Amendments may be proposed by any voting member of the Alliance, by the Executive Officers, or by a standing or ad hoc committee. Proposed amendments shall be submitted in writing and distributed to all voting members prior to consideration.

Section VIII.3 – Notice of Proposed Amendments

Written notice of any proposed amendment shall be provided to all voting members at least fourteen (14) calendar days prior to the meeting at which the amendment will be considered. The notice shall include the full text of the proposed change or changes.

Section VIII.4 – Adoption of Amendments

Except as otherwise provided in these Bylaws, amendments shall be adopted by a two-thirds (2/3) vote of voting members present at a meeting at which a quorum is established.