

BYLAWS  
OF  
SPARC, INC.  
**SPARC\***

A District of Columbia Nonprofit Corporation

*As adopted February 7, 2025 and amended and restated October 24, 2025*

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**ARTICLE I**  
**NAME AND PURPOSES**

**Section 1.1. Name.** The name of the organization is Scholarly Publishing and Academic Resources Coalition, which operates under the acronym “SPARC” (the “Corporation”).

**Section 1.2. Purposes.** The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to enabling the open sharing of research and educational materials to democratize access to knowledge for researchers, students, authors, policymakers, and the public. Any changes to the purposes of the Corporation may only be made by amending the Articles of Incorporation in accordance with the D.C. Nonprofit Corporation Act (the “Act”), provided that this Section 1.2 shall not be construed to prohibit the Corporation from creating and modifying mission statements, vision statements, and other public statements of purpose that are generally consistent with the Corporation’s Articles of Incorporation.

**Section 1.3. Principal Office.** The principal office of the Corporation and such other offices as it may establish shall be located at such place or places, either inside or outside of the District of Columbia, as may be designated by the Board of Directors.

**Section 1.4. Registered Office and Registered Agent.** The Corporation shall continuously maintain within the District of Columbia a registered office and registered agent, in compliance with the Act.

**ARTICLE II**  
**BOARD OF DIRECTORS**

**Section 2.1. General Powers and Duties.** The management powers of the Corporation shall be vested in its Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation under the Act and/or the Corporation's Articles of Incorporation, subject to any limitations set forth therein or in these Bylaws. The Board of Directors may delegate the authority to manage the activities of the Corporation to one or more Officers or other persons, subject to the oversight and ultimate direction of the Board.

**Section 2.2. Financial Authority.** The Board of Directors shall determine who is authorized to sign checks, drafts, or payment orders; execute acceptances, notes, or debt instruments; enter into contracts; or execute and deliver other documents and instruments on the Corporation's behalf.

**Section 2.3. Size and Composition.**

- a) **Number.** The Board shall comprise between three to five members. The number of Directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of Directors be less than three (3). A change in the number of Directors shall not remove a Director from the Board prior to the expiration of their term of office.
- b) **Ex officio Members.** The President/Executive Director of the Corporation, as described in Section 4.1 of these Bylaws, as well as the Chair and Vice Chair of the Steering Committee, as described in Section 2.11 of these Bylaws, shall be ex officio, voting Directors on the Board. The Executive Director, the Chair of the Steering Committee, and the Vice-Chair of the Steering Committee shall count towards the Corporation's minimum number of Directors as set by these Bylaws.

**Section 2.4. Election.** Directors, other than ex officio Directors, shall be elected to the Board by vote of a majority of all Directors then serving on the Board. Each at-large Director shall serve for a term of three (3) years and may be re-elected for an unlimited number of consecutive terms. Each Director shall serve until the expiration of the Director's term (and shall continue to serve past the expiration of such term until the Director's successor has been elected and qualified) or until the Director's death, incapacity to serve, resignation, or removal.

**Section 2.5. Resignation and Removal.** Resignations are effective upon receipt by the President/Executive Director (or receipt by the Secretary if the President/Executive Director is resigning) of written notification or a later date if provided in the written notification. One or more elected Directors may be removed, with or without cause, by a two-thirds (2/3) vote of all Directors in office when the action is taken. Ex officio Directors may be removed in accordance with the provisions governing removal of the office giving rise to the individual's ex officio Director status.

**Section 2.6. Vacancies.** Vacancies in elected Director positions existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by vote of a majority of all remaining Directors then in office. A Director elected to fill such a vacancy shall be elected for the remainder of the unexpired term of their predecessor and shall hold office until their successor is elected and qualified.

**Section 2.7. Quorum and Voting.** A quorum shall consist of a majority of Directors then serving on the Board. The affirmative vote of a majority of the Directors present at a Board of Directors meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board of Directors except insofar as the Board is permitted to take action without a meeting pursuant to Section 2.8.e of these Bylaws, or as a larger vote may at any time be otherwise specifically required by law, the Corporation's Articles of Incorporation, or these Bylaws. In the event of a tie vote, the President, or the Secretary if presiding in place of the President, may exercise a second deciding vote.

**Section 2.8. Meetings.**

- a) **Schedule.** The Board of Directors may establish a regular meeting schedule as the Board deems advisable, with times and places to be determined by the President/Executive Director, but the

Board shall meet at least annually. Special meetings of the Board of Directors may be called at the discretion of the President/Executive Director, or at the request of at least two (2) Directors.

- b) **Rules and Procedures.** The President/Executive Director shall preside at all meetings of the Board of Directors, provided that another Officer may preside in the absence of the President. The Board of Directors is empowered to adopt rules of procedure for the conduct of its meetings, provided such rules do not contradict any provision of these Bylaws.
- c) **Notice.** Notice of regular meetings shall be provided at least five (5) days in advance, except that the Board may set a schedule for meetings at the beginning of each one-year (or shorter) period, and notice of that schedule shall be sufficient notice of all regularly scheduled meetings for that period.
- d) **Waiver of Notice.** A Director who attends a meeting without protesting the lack of notice (either before the meeting or at its commencement) will be deemed to have been given timely notice of the meeting. Notice of a meeting need not be given to a Director who provides a waiver of notice or otherwise consents to holding the meeting, either before or after the meeting.
- e) **Action Without Meeting.** Except as otherwise provided in these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting so long as one hundred percent (100%) of the Directors then serving on the Board consent in writing to such action, and set forth in the same writing the action or decision taken or made. Unanimous consent in writing as described in this Section 2.8.e shall have the same force and effect as a decision made by vote at a meeting and may be described as such in any document executed by or on behalf of the Corporation.
- f) **Remote Meetings.** Electronic Participation. Board members may participate in meetings through communications technology that allows all participants to communicate simultaneously. Such participation constitutes presence in person at the meeting.
- g) **Inspection Rights.** Every Director has the right to inspect and copy all corporate books, records, and documents at reasonable times to the extent reasonably related to the performance of directorial duties.
- h) **Meeting Minutes.** The Corporation shall keep minutes of all meetings of the Board of Directors, including regular and special meetings. Meeting minutes shall be written by the Secretary or another individual designated by the Board, and then distributed for the Board's formal approval no later than the next Board meeting. Minutes shall include the date, time, and location of the meeting, the names of Directors present and absent, and a general summary of the matters discussed, decisions made, and actions taken.

**Section 2.9. Compensation of Directors.** Directors shall not be compensated for serving on the Board, but the Corporation may reimburse Directors for documented reasonable expenses incurred in the performance of their duties to the Corporation. Directors who also serve as employees of the Corporation may be compensated for their service as employees.

#### **Section 2.10. Committees.**

- a) **Types of Committees.** As it deems appropriate and desirable, the Board of Directors may establish one or more committees, such as a Steering Committee, Nominations Committee and/or Advisory Boards (collectively, "Committees"), and designate to each their function and responsibility.
- b) **Committee Chairs.** The chair of any Committee must be a Director and shall be appointed by the Board. The chair of a Committee will report any findings or recommendations of the Committee to the full Board of Directors.
- c) **Committee Authority.** Individuals serving on Committees need not be Directors, but no Committee shall have the authority to bind the Board or to take any Board action. The selection of persons to serve on any Committee (besides the Committee's chair) may be made by the Board, or delegated by the Board to the Committee's chair, an Officer, or other persons as the Board determines to be appropriate.

#### **Section 2.11. Steering Committee.**

- a) **Steering Committee Selection and Authority.** SPARC members, as designated by the Board of Directors per Section 5.1, may vote for representatives to serve on a Steering Committee. The Steering Committee shall provide guidance and recommendations to the Board of Directors but, in accordance with Section 2.10, the role of the Steering Committee shall be advisory in nature, and the Steering Committee shall not have or exercise any authority of the Board.
- b) **Steering Committee Leadership.** The Steering Committee shall nominate a Chair and a Vice Chair, subject to approval by the Board of Directors, each to serve a single three-year term. As described in Section 2.3.b, the Chair and Vice Chair of the Steering Committee will serve as voting ex officio members of the Board of Directors.

### **ARTICLE III** **BOARD OFFICERS**

**Section 3.1. Officers.** The officers of the Corporation shall be appointed by the Board of Directors and shall include a President, a Secretary, a Treasurer, and such other officers as the Board may designate. Officers shall exercise such powers and perform such duties as described in these Bylaws or as authorized from time to time by the Board of Directors.

**Section 3.2. President.** An Executive Director hired by the Board pursuant to Article IV of these Bylaws shall also be President and chief executive of the Corporation. The President/Executive Director shall preside at all meetings of the Board of Directors at which the President/Executive Director is present. Subject to the supervision of the Board of Directors and the policies of the Corporation, the President/Executive Director shall manage the affairs of the Corporation and, in general, shall perform all duties customary to the office of President. The President/Executive Director shall also be responsible for hiring, supervising, and fixing the terms of employment of staff persons other than the Officers, except to the extent such power is limited from time to time by the Board of Directors.

**Section 3.3. Secretary.** The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, shall sign any employment contract for the Executive Director, and in general shall perform all duties customary to the office of Secretary. The Secretary shall also preside over any meeting of the Board of Directors where the President is unable or ineligible to preside.

**Section 3.4. Treasurer.** The Treasurer shall have oversight and responsibility for all funds and securities of the Corporation and shall be responsible for seeing that full and accurate accounts of receipts and disbursements are kept in the books of the Corporation. The Treasurer shall also be responsible for rendering an account of the financial condition of the Corporation to the Board of Directors at its regular meetings or when the Board of Directors so requires.

**Section 3.5. Qualifications.** A person is not required to be a current Director in order to serve as an Officer (except the President/Executive Director shall be an ex officio, voting Director on the Board in accordance with Section 2.3.b). A single person may serve in more than one Officer position at the same time, except that no person serving as the Secretary or Treasurer (or a similar position using an alternative title) may simultaneously serve as the President. A person who holds more than one Officer position may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one Officer.

**Section 3.6. Election of Officers and Terms of Office.** The Secretary, Treasurer, and other officers, if any are designated (except for the President/Executive Director), shall serve terms of three (3) years, and shall be elected by the Board of Directors at its Annual Meeting. The terms of office shall expire at the next succeeding Annual Meeting and until an officer's successor has been elected and qualified. Except for the Steering Committee Chair and Vice Chair, officers shall be eligible for reelection. Any vacancy in an Officer

position shall be filled by vote of the Board of Directors. Notwithstanding the foregoing, the President/Executive Director shall serve until removed by the Board in accordance with Article IV.

**Section 3.7. Removal and Resignation.** An Officer may resign at any time by giving written notice to the President/Executive Director or the Secretary. Such written resignation will be effective on the date it is delivered or, if later, the effective date specified in the notice. Any Officer (except for the President/Executive Director) may be removed at any time, either with or without cause, by a two-thirds (2/3) vote of the Board of Directors. Removal of the President/Executive Director shall be governed by Article IV. However, the removal of an Officer under this Section does not affect the contract rights, if any, of the Officer with respect to the Officer's services except as may be specified in such contract.

#### **ARTICLE IV EXECUTIVE DIRECTOR**

**Section 4.1. Executive Director Authority.** The Board of Directors shall hire an Executive Director who shall serve as the Corporation's President and chief executive officer per Section 3.4 and serve as an ex officio voting Director on the Board of Directors.

- a) **Authority.** The Executive Director shall have general management authority over the programs and affairs of the Corporation and shall ensure that all Board orders and resolutions of the Board are implemented. The Executive Director shall perform such other duties and have such other authority as the Board of Directors may prescribe.
- b) **Performance.** The Board of Directors shall conduct an annual review of the performance of the President/Executive Director. The purpose of the review will be to assess the President/Executive Director's effectiveness in fulfilling organizational goals and responsibilities and to provide guidance for continued professional development and organizational improvement. The review shall be coordinated by the Secretary or another officer designated by the Board, other than the President/Executive Director, and its results shall be documented in the minutes of the Board meeting at which the review is presented.
- c) **Removal.** Unless a contract, these Bylaws, or a law provide otherwise, the Board may remove the Executive Director at any time with or without cause at a meeting called for that purpose by a two-thirds (2/3) vote of the Directors then in office.

**Section 4.2. Succession.** When the Executive Director position becomes vacant, the Secretary of the Board of Directors shall convene a Search Committee consisting of the Secretary, Treasurer, and between three to five elected Steering Committee members to identify and nominate a new Executive Director. The Executive Director nominee must be confirmed by a majority vote of the Directors then in office. All search procedures must comply with the Corporation's Executive Succession Plan and applicable conflict of interest policies.

#### **ARTICLE V MEMBERS**

**Section 5.1. Designated Members.** The Corporation may designate as "Members" those institutions that volunteer services, participate in Corporation activities, or pay dues in an amount established by the Board of Directors. However, the institutions designated as "Members" shall under no circumstances be considered "members" as that term is defined in D.C. Code § 29-401.02.

**Section 5.2. Designated Members Qualifications.** Any academic or research organization that desires to support the mission and purpose of SPARC, and that otherwise meets the terms and conditions of membership as set forth by the Board of Directors, may become a member of SPARC.

**Section 5.3. Voting Rights.** The Board of Directors shall adopt criteria and procedures by which designated members may select Steering Committee members pursuant to Section 2.11. Members shall not have the

right to elect the Board of Directors, vote on Corporation policies or procedures reserved for the Board of Directors, or otherwise have the rights of a "member" as that term is defined in D.C. Code § 29-401.02.

**ARTICLE VI**  
**INDEMNIFICATION**

**Section 6.1. Indemnification.** The Corporation shall indemnify its Directors and Officers as provided in the Corporation's Articles of Incorporation. The Corporation shall also indemnify employees and other volunteers of the Corporation to the same extent (and subject to the same procedures) that it would indemnify an Officer or Director of the Corporation pursuant to the Corporation's Articles of Incorporation and these Bylaws, provided that the indemnification obligation described in this sentence shall only apply to the extent that the Corporation has insurance covering such obligation.

**Section 6.2. Insurance.** The Corporation may, in its discretion, purchase liability insurance covering any Director, Officer, employee, volunteer, and/or any other person who is or was serving at the request of the Corporation as a Director, Officer or employee of another enterprise against any liability asserted against each of them or incurred by each of them in any such capacity or status. Notwithstanding any other provision of these Bylaws, in accordance with D.C. Code § 29-406.90, the Corporation shall maintain liability insurance with a minimum limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, or such other minimum limits as are set forth from time to time pursuant to the Act.

**ARTICLE VII**  
**CONFLICT OF INTEREST POLICY**

**Section 7.1. Policy Requirement.** The Board of Directors shall adopt and maintain a Conflict of Interest Policy applicable to all directors, officers, and key employees. The policy shall require disclosure of actual or potential conflicts and establish procedures for addressing such conflicts.

**Section 7.2. Annual Compliance.** The Conflict of Interest policy shall be distributed annually to all Directors, Officers, and Board committee members. All covered individuals shall sign annual acknowledgments that they have received, understand, and agree to abide by the policy.

**ARTICLE VIII**  
**MISCELLANEOUS PROVISIONS**

**Section 8.1. Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 and end on December 31 each year. The Board of Directors may change the fiscal year of the Corporation by amending these Bylaws.

**Section 8.2. Amendments.** These Bylaws may be altered or amended, or new Bylaws adopted, by a majority vote of the Directors then in office. Any amendments shall become effective immediately unless otherwise provided.

**Section 8.3. Electronic Communications.** Any requirement in these Bylaws for written documentation may be satisfied through information recorded via any tangible medium and stored electronically in a retrievable and readable format.

**Section 8.4. Records.** The Corporation shall maintain (a) books and records of accounts and minutes of the proceedings of its Board of Directors and (b) executed consents evidencing all actions taken by the Board of Directors without a meeting. In addition, the Corporation shall keep copies of all records required to be kept under the Act, the Internal Revenue Code, these Bylaws, or the policies of the Corporation, and shall adopt and maintain a written record retention and destruction policy specifying retention periods for various types of records and the procedures for their destruction. The policy shall be reviewed and updated as necessary.

**Section 8.5 Written Policies.** The Board of Directors shall adopt and maintain written policies governing the compensation of employees, the use of funds, and business relationships involving the Corporation, in

accordance with applicable laws and regulations. These policies shall be reviewed and updated as necessary.

***CERTIFICATE OF SECRETARY***

I hereby certify that I am the duly appointed and acting Secretary of the Corporation, and that the foregoing amended and restated Bylaws constitute the Bylaws of the Corporation as duly approved by the Board of Directors on November 25, 2025.

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Yasmeen Shorish  
Board Secretary