



HARVARD UNIVERSITY GLOBAL ACCESS IN ACTION (GAiA)

BYLAWS

ARTICLE 1 - NAME, PURPOSE

1.1 Name. The name of this institute shall be Global Access in Action.

Purpose. Global Access in Action (GAiA) is a dynamic, global health non-profit organization that focuses on improving access to lifesaving medicines in low- and middle-income countries through the implementation of legal, policy, and regulatory reforms. It also seeks to reduce the incidence of falsified and substandard medicines in developing countries, expand education and knowledge of patent law and global health laws, issues, and policies, and improve copyright legal systems in developing countries. GAiA is an initiative of the Harvard University Berkman Klein Center for Internet and Society and operates as a non-profit institute under the auspices of Harvard University, a non-profit educational institution.

1.2 GAiA's purpose is also to engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

ARTICLE II – OFFICES

2.1 Principal Office. The principal office of GAiA shall be located at Hauser 410, 1585 Massachusetts Avenue, Cambridge, MA 02138.

2.2 Other Offices. GAiA may have such other offices as the Board of Directors may determine or as the affairs of GAiA may require from time to time.

ARTICLE III – BOARD OF DIRECTORS

3.1 General Powers and Responsibilities. GAiA shall be governed by a Board of Directors (“the Board”). The Board shall establish policies and directives governing business and programs of GAiA and may hire and delegate to an Executive Director and/or any GAiA staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

3.2 Number and Qualifications. The Board shall have up to ten, but no fewer than three members. The number of Board members may be increased beyond ten members or decreased to less than three members by the affirmative vote of a majority of the then-serving Board of Directors.

3.3 Board Compensation. The Board shall receive no compensation other than reasonable expenses. However, nothing in these Bylaws shall be construed to preclude any Board Member from serving GAiA in any other capacity and receiving compensation for services rendered.

- 3.4 Term of Board. All Board members shall serve five-year terms and are eligible for re-election.
- 3.5 Vacancies. Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- 3.6 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the Board Chair. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.
- 3.7 Removal. A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of the then-serving Board members.
- 3.8 Meetings. The Board's regular meetings may be held at such time and place as shall be determined by the Board Chair. The Chair or any two regular Board members may call a special meeting of the Board on three days' notice to each member of the Board. Notice shall be served to each Board member via hand delivery, US mail, e-mail, or fax. The person or persons authorized to call special meetings of the Board may fix any place, so long as it is reasonable, as the place for holding any special meeting of the Board called by them.
- 3.9 Minutes. At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the Board Chair shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, may prepare minutes of the meetings which shall be placed in the minute books of GAiA.
- 3.10 Quorum. At each meeting of the Board, the presence of one-third of the members then serving on the Board shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, the vote of the Chair shall be the deciding vote. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in radio, internet, telephone, or other communication with the other Board members participating in the meeting.
- 3.11 Proxy. A Board member who is unable to attend a meeting of the Board may vote by proxy given to any other voting member of the Board who is in attendance at the meeting in question. However, a vote by proxy will not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business.
- 3.12 Board Member Attendance. An elected Board member who is absent from three consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate with the Board Chair his/her commitment to GAiA. The Board may deem a Board member who has missed three consecutive meetings without such a re-evaluation with the Chair to have resigned from the Board.

ARTICLE IV – OFFICERS

- 4.1 Officers and Duties. The Board shall elect one or more officers of GAiA which shall include a Chair, and may include a Chair Elect, a Secretary, a Treasurer, and such assistants and other officers as the Board shall from time to time determine. The officers may also include a Past Chair. One person may hold any two or more offices, except the Chair.

- 4.2 Chair. The Chair shall preside at meetings and have the power to call meetings. The Chair shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of GAIa. The Chair and the Chair's designee may sign contracts and other instruments on GAIa's behalf.
- 4.3 Chair Elect. The Chair Elect shall have all powers and duties of the Chair during the Chair's absence, disability, or disqualification, or during any vacancy in the position of Chair, and such other powers or duties assigned by the Chair, the Board, or the Bylaws.
- 4.4 Past Chair. The Past Chair, if any, shall assist in advancing the goals and objectives of GAIa through the application of knowledge gained through past Board experiences. The Past Chair shall be responsible for specific tasks delegated by the Executive Committee.
- 4.5: Secretary. The Secretary shall where applicable (a) cause the minutes of all Board and Executive Committee meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) sign correspondence on behalf of the Board, and (e) have all other powers assigned by the Board, the Chair, or these Bylaws.
- 4.6 Treasurer. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of GAIa and shall report to the Board on the condition of such records and financial condition of GAIa from time to time.
- 4.7 Election and Term of Office. All officers shall be members of the Board during their terms of office. Officers shall be elected for a two-year term. The officers of the Board shall be elected annually by the Board at regular Board meetings as terms expire or vacancies otherwise arise. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant.
- 4.8 Removal. Any officer or agent (e.g., Executive Director) elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE V – COMMITTEES

- 5.1 The Chair may designate and appoint committees of the Board as deemed necessary. Each Board committee shall be chaired or co-chaired by a Board member appointed by the Chair or, at the Chair's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to any Board committees at the discretion of the Chair.

ARTICLE VI – MISCELLANEOUS

- 6.1 Fellows and Collaborators. The Board may identify and designate individuals as GAIa Fellows and/or Collaborators under terms and conditions as shall be determined and specified by the Board.
- 6.2 Captions. Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.
- 6.3 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

6.4 Amendments. These Bylaws may be amended by a two-thirds majority of the Board of Directors.

GAiA BOARD OF DIRECTORS 2024-2026

CHAIRPERSON: Professor William Fisher, Wilmer Hale Professor of Intellectual Property Law, Harvard Law School

MEMBER: Professor Ruth Okediji, Jeremiah Smith, Jr., Professor, Harvard Law School

MEMBER: Professor Mark Wu, Henry L. Stimson Professor of Law, Harvard Law School; Director of the Fairbank Center for Chinese Studies

MEMBER: Professor Margo Bagley, Vice Dean and Asa Griggs Candler Professor of Law, Emory University School of Law