

## **NKU Research Foundation Board (NKURF)**

### **Purpose:**

To promote the development, implementation, and coordination of extramurally-sponsored and foundation-supported programs involving research, instruction, public service, including the administration of conservation easements, and other projects that further the mission of the University.

Northern Kentucky University Research Foundation, Inc. is empowered to promote all educational purposes, scientific and literary, by initiating, encouraging, and aiding scientific investigations, research, and humanitarian studies in connection with Northern Kentucky University in all its branches and departments; by encouraging and aiding in the education and training of persons for the conduct of such investigations, research, and study; by promoting scholarly activities on the part of NKU staff, faculty, and students; by furnishing of means, methods, and agencies by which such investigations, research, and study may be conducted; by assisting in the dissemination knowledge to make the benefits of investigations, research, and study available to the public; by holding conservation easements for use in education and research; by receiving assignments of intellectual property rights as may be agreed on from time to time between the University or members of its community, and Northern Kentucky University Research Foundation, Inc., for the purpose of managing the intellectual property rights and promoting, marketing, and commercially exploiting such property; and by my and all other acts reasonably designed to promote the above purposes in the interest of the general welfare.

### **Charge:**

- NKURF is an IRS-approved, not-for-profit corporation, chartered for the exclusive benefit and support of the University. As such, the NKURF can offer a range of services that can facilitate the University's objectives. Therefore, to the extent it is contractually legal and allowable under State of Kentucky law and desirable for the University, the University will use the NKURF to:

- Contract for University-requested sponsored research which may include terms and conditions that may not be allowable for the University, but are appropriate for the NKURF and that if awarded to the NKURF, the research work would be assigned to the University for performance to the extent allowable by the University.
- Serve as a separate legal entity for sponsored research, external contracts, economic development programs, and the management of conservation easements for the University wherever appropriate.
- Provide selected services in support of sponsored research operations that could facilitate the timely completion of such programs and projects.
- Accept the assignment of research-related intellectual property and manage the intellectual property created by the University to ensure the proper protection; expedite the licensing/commercialization of such intellectual property, and manage any resulting licenses in compliance with all established intellectual property policies at NKU and the NKURF.
- Develop incentive or other facilitating programs to encourage and expand sponsored research and contract activities at the University.
- Facilitate University economic development programs/activities to assist the economic and social programs of the Northern Kentucky region and/or the State of Kentucky.
- Advise the University on its research agenda.

### **Membership:**

- Number of Directors. The Board of Directors of the NKURF, hereinafter referred to as "the Board," shall be the governing body of the NKURF and therein shall be vested the entire management of the operations and affairs of the NKURF. The number of Directors shall be thirteen (13) as a minimum: six (6) from the community at large and seven (7) from Northern Kentucky University (NKU). The NKU directors will always exceed the number of community-at-large directors.
- NKU Appointed Directors. The NKU appointments, a minimum of seven (7) persons, will include:
  - A. A minimum of three faculty members and one dean with no more than two of these persons serving in the same college. The initial term of these and all other NKU Directors not listed in Section 2.B shall be

staggered so that one of these persons is appointed for one year, one is appointed for two years, and two are appointed for three years; determination of the length of these initial appointments will be done by lot. Thereafter the term of these Directors shall be three years, and such Directors may not serve more than two consecutive terms unless the initial appointment was for less than a full three-year term. Terms of appointment will begin at the appropriate Annual Meeting.

B. The President of NKU or his/her designee, NKU's chief research officer, and the Vice President for Administration & Finance/Treasurer or his/her designee shall serve as ex officio, voting members of the Board of Directors.

- Community-at-Large Appointed Directors. The Directors from the community at large, minimum of six (6) persons, may not be employees of NKU. Community-at-Large Directors may be graduates or have formerly attended NKU, but such attendance is not required.
- Term of Community-at-Large Appointed Directors: The initial term of appointment for Community-at-Large Directors shall be staggered so that two directors shall serve an initial term of one year; two directors shall serve an initial term of two years; and two directors shall serve an initial term of three years. The initial assignment to one-, two-, and three-year terms shall be determined by lot. Thereafter, the term of Community-at-Large Directors shall be three years, and such Directors may not serve more than two consecutive terms, unless the initial appointment was for less than a full three-year term.

**Membership Appointment:** The president of NKU shall be responsible for making all regular appointments to the Board and filling all vacancies that occur.

**Membership Terms:** 2-3 years

**Frequency of Meetings:** Three times annually

**Expected Lifespan:** The Corporation shall exist in perpetuity unless sooner dissolved by a vote of two-thirds of its Board of Directors. In the event of the dissolution of the Corporation, all of its property, real, personal and mixed and wheresoever situated, shall be distributed to Northern Kentucky University.

**Reporting Requirements:** The Executive Committee shall exercise full administrative authority and shall possess all the powers and duties of the Board in the interim between meetings, except as limited by these Bylaws or by the specific instructions of the Board. The Executive Committee may meet at any time for the purpose of carrying out the business of the Corporation, including the recommendations to the University President of candidates to fill vacancies on the Board. It shall report at the next Board meeting any actions taken by it in accordance with the Bylaws, and such action shall be deemed an action of the Board.

**Operating Procedures:** The Corporation shall have the power:

(a) To enter into contracts; to sue and be sued; to have a corporate seal; to take by gift, purchase, devise, bequest, grant or contract real or personal property, absolutely or as an agency or trustee, and to hold, manage, administer, or dispose of the same in accordance with the conditions under which it is received and held and to carry out the purposes and objectives of the Corporation.

(b) To borrow money and to give its notes or other obligations therefore and to secure payment thereof by pledging mortgaging any property it may own.

(c) To apply for, take out, receive by purchase, gift, grant or contract, hold, administer, and dispose of copyrights, patent-rights, licenses, assignments of inventions, discoveries, processes and other property, rights, or interests therein, and the income thereof, absolutely or subject to such conditions or trusts as may be attached thereto or be imposed thereon, and to obligate itself to perform and execute any and all such conditions or trusts.

(d) To promote research, studies, experiments, investigations, and tests in all fields of knowledge; to promote and develop the scientific and commercial value of inventions, discoveries and processes; and to provide financial support for the publication and distribution of the results thereof.

(e) To establish and maintain; or to assist in establishing and maintaining, scholarships, fellowships, and professorships, and other staff positions for the purpose of aiding in the acquiring and dissemination of knowledge, and to make gifts or to enter into agreements or contracts with other corporations, organizations, institutions or persons for this purpose and to pay the necessary and appropriate expense thereof.

(f) To do any or all other acts reasonably necessary to carry out the objects and purposes of the corporation.

**Relationship to Other Committees:** None

**Typical Date of Membership Turnover:** Every two to three years

**Responsible Office:** Vice Provost for Graduate Education, Research and Outreach

**Contact Name & Position:** Samantha Langley, Vice Provost for Graduate Education, Research and Outreach, 859-572-7528, Email - [langleys1@nku.edu](mailto:langleys1@nku.edu)

**Website:**

**Membership Roster (2019-20)**

Title	Name	Name	Position	Org	Address	City	ST	Zip	Phone	E-Mail	Term
Dr.	William	Allen	Partner	Thompson Hine	312 Walnut	Cincinnati	OH	45202	513.352.6700	<a href="mailto:en@ThompsonHine.co">en@ThompsonHine.co</a>	2/1/16 - 9/30/19
Dr.	Eileen	Weisenbach Keller	Assistant Dean, College of	NKU	BC 206B	Highland Heights	KY	41076	859.572.6641	<a href="mailto:weisenbache1@nku.edu">weisenbache1@nku.edu</a>	10/23/18-10/24/21
Mr.	Michael	Hales	Chief Financial	NKU	AC 816	Highland Heights	KY	41076	859.572-5208	<a href="mailto:halesm1@nku.edu">halesm1@nku.edu</a>	N/A
Dr.	Karen	O'Connell	Faculty, Nursing	NKU	FH 461 H	Highland Heights	KY	41076	859.572-7918	<a href="mailto:occonnellk@nku.edu">occonnellk@nku.edu</a>	10/23/18 - 10/24/21
Dr.	Samantha	Langley	Vice Provost for	NKU	UC 425	Highland Heights	KY	41076	859.572-7567	<a href="mailto:langleys1@nku.edu">langleys1@nku.edu</a>	N/A
Mr.	Mark	Leopold	Manager, Field Services - Center for	NKU	14 Clearview	Highland Heights	KY	41076	859-448-8954	<a href="mailto:leopoldm@nku.edu">leopoldm@nku.edu</a>	10/1/17 - 9/30/20
Dr.	Diana	McGill	Dean, College of	NKU	SL 410	Highland Heights	KY	41076	859-572-5860	<a href="mailto:mcaill@nku.edu">mcaill@nku.edu</a>	11/1/17 - 9/30/19
Mr.	Dov	Rosenberg	SVP of Fixed	Tire Discounte	1 E 4th St.	Cincinnati	OH	45202	513-490-5623	<a href="mailto:dov.rosenbergma">dov.rosenbergma</a>	2/1/16 - 9/30/19
Dr.	Ashish	Vaidya	President	NKU	AC 800	Highland Heights	KY	41076	859-572-5123	<a href="mailto:vaidva@nku.edu">vaidva@nku.edu</a>	N/A
Mr.	Mary	Ucci	Executive Director,	NKU	UC 405	Highland Heights	KY	41076	859-572-5768	<a href="mailto:uccim@nku.edu">uccim@nku.edu</a>	N/A
Mr.	Jordan	Vogel	Director of Entrepren	Cintrifuse	1311 Vine Street	Cincinnati	OH	45202	513-246-2700	<a href="mailto:ivogel@cincinnati-chamber">ivogel@cincinnati-chamber</a>	2/1/16 - 9/30/19
Dr.	Alyssa	Appelman	Faculty, Communi	NKU	GH 440	Highland Heights	KY	41076	859-572-5430	<a href="mailto:a1@nku.edu">a1@nku.edu</a>	10/23/18 - 10/24/21
Dr.	Larry	Williams	Associate	Thompson Hine	312 Walnut	Cincinnati	OH	45202	513-526-1620	<a href="mailto:Larry.William">Larry.William</a>	2/1/16 - 9/30/19